



Aimmune Therapeutics, Inc., is a clinical-stage biopharmaceutical company advancing a new therapeutic approach, including the development of proprietary product candidates, for the treatments of peanut and other food allergies. The company's Characterized Oral Desensitization ImmunoTherapy (CODIT™) approach is intended to provide meaningful levels of protection against allergic reactions resulting from accidental exposure to food allergens by desensitizing patients with defined, precise amounts of key allergens. Aimmune's first investigational biologic product using CODIT™, AR101 for the treatment of peanut allergy, has received the FDA's Breakthrough Therapy Designation for the desensitization of peanut-allergic patients 4-17 years of age. Aimmune's regulatory filing for marketing approval of AR101 in the United States (submitted 4Q18) is based on data from the pivotal Phase 3 PALISADE clinical trial of AR101, which in 4-17 year-old subjects met its primary and key secondary endpoints, and additional ongoing and completed AR101 clinical trials. Aimmune expects to file for marketing approval of AR101 in Europe mid-2019. Aimmune has filed an IND application for its second product, AR201, for the treatment of egg allergy and intends to start a randomized Phase 2 clinical trial mid-2019.

Forward Looking Statements

Statements contained in this report regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation reform Act of 1995. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Such statements include, but are not limited to, statements regarding: Aimmune's expectations regarding the potential benefits of AR101; the period of review by the FDA for Aimmune's BLA for AR101; Aimmune's submission of a Marketing Authorization Application in Europe; the expansion of Aimmune's commercial organization in the U.S. and Europe; Aimmune's initiation of a phase 2 study in egg allergy around mid-2019; and the availability of proceeds under Aimmune's loan agreement with KKR. Risks and uncertainties that contribute to the uncertain nature of the forward-looking statements include: the unpredictability of the regulatory process; the Aimmune's dependence on the success of AR101; Aimmune's ability to commercialize AR101; the company's reliance on third parties for the manufacture of the company's product candidates; the possibility that the company's clinical trials will not be successful; possible regulatory developments in the United States and foreign countries; the company's ability to attract and retain senior management personnel; and the satisfaction of closing conditions for subsequent tranches of the loan agreement. These and other risks and uncertainties are described more fully in Aimmune's most recent filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended 2018 and filed on February 28, 2019. All forward-looking statements contained in this report speak only as of the date on which they were made. Aimmune undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made. AR101 is under clinical investigation and has not yet been approved for marketing by the FDA or the European Medicines Agency (EMA). It is currently limited to investigational use, and no representation is made as to its safety or effectiveness for the purposes for which it is being investigated.

April 10, 2019

Dear Shareholder,

Following a year of exceptional progress, we are today ever closer to delivering on our mission to serve millions of people worldwide living with food allergies. In the next 12 months, we are poised to potentially offer the first approved treatment for the serious and sometimes fatal health risk posed by peanut allergy.

Last month, we were notified by the U.S. Food and Drug Administration (FDA) of its acceptance for review of our Biologics License Application (BLA) for AR101, our lead product candidate, as a treatment for peanut allergy in children and adolescents ages 4 to 17 years. The BLA includes results from our landmark phase 3 PALISADE (**P**eanut **A**llergy Oral **I**mmunotherapy **S**tudy of **A**R101 for **D**esensitization in Children and Adults) trial – the largest immunotherapy trial and the only successful phase 3 trial in peanut allergy ever conducted in the United States – which was published last November in the pre-eminent *New England Journal of Medicine*. The FDA also notified us that it plans to review our BLA within a 12-month target review period applicable to PDUFA-exempt applications, a period that began in January 2019.

Additionally, last month, we announced that our second randomized, placebo-controlled, multi-national phase 3 efficacy trial for AR101, named ARTEMIS (**A**R101 **T**rial in **E**urope **M**easuring Oral **I**mmunotherapy **S**uccess), handily met its primary endpoint with both efficacy and safety results largely consistent with those seen in the PALISADE trial. The ARTEMIS trial was conducted at 18 clinical trial sites in seven European countries and its success is an important milestone toward submitting a Marketing Authorization Application (MAA) in Europe, which we plan to do in mid-2019.

Peanut allergy is one of the most common food allergies in the United States, and approximately 80 percent of the more than 1.6 million children and teens in the U.S. affected by this allergy never outgrow it. Peanuts are everywhere, making avoidance a challenging real-world strategy, and resulting in accidental exposures that send one in four peanut-allergic children to emergency rooms every year.

An FDA approval of AR101 would be significant, marking both the first-ever approval of a peanut allergy therapy and Aimmune's transition from a research and development organization to a commercial company – a considerable and rewarding accomplishment in our industry.

In the United States, we have deployed a Medical Science Liaisons team and our Medical Affairs team continues to expand; we also are preparing to ramp up our Commercial Field team as we approach FDA approval. In Europe, we already have established a central commercial organization which we will expand as we get closer to European regulatory approval.

In addition, we continue to see progress in the clinic, continually enhancing the efficacy and safety profile of AR101 and oral immunotherapy more broadly. In October 2018, a phase 2 trial of AR101 with adjunctive dupilumab in peanut-allergic patients was initiated in collaboration with Regeneron and Sanofi, the trial's sponsors. In December, we initiated our phase 3 POSEIDON (**P**eanut **O**ral **I**mmunotherapy **S**tudy of **E**arly **I**ntervention for **D**esensitization) trial to explore the efficacy and safety of AR101 in young peanut-allergic children, ages 1 to 3 years. In February 2019, at the American Academy of Allergy, Asthma & Immunology (AAAAI) meeting, we presented data from longer-term follow-up of AR101, showing its continued benefit, as well as data that get to the very heart of what we developed AR101 to do – protect children from reactions to accidental exposures to peanut in the real world.

In 2019, we seek to translate our success with AR101 to our pipeline. Early this year, our Investigational New Drug (IND) application for our second product candidate, AR201, for the treatment of egg allergy, was cleared, and we plan to initiate a phase 2 study in egg allergy around mid-2019. We also signed an exclusive worldwide supply agreement with Michael Foods, the largest U.S. processor of value-added eggs. Globally, nearly six million people are allergic to eggs, including 800,000 in the United States and as many as four million across Asia, where egg allergy is the most common food allergy.

Finally, we enter this important period in our growth and evolution as a company from a position of financial strength, with approximately \$340 million in cash and investments as of early January 2019 and potential access to another \$130 million through our loan agreement with KKR.

This is a transformative time for Aimmune. With the potential upcoming approval and launch of a first-of-its-kind treatment in AR101, we are close to offering patients a life-changing advancement in care.

This progress would not have been possible without the many important contributions of the food allergy community – advocates, clinical trial participants and their families, and allergists and their staffs – along with our dedicated and talented employees, global regulatory authorities, and, you, our shareholders. I continue to be grateful for your continued support and look forward to a strong 2019!

Yours truly,

A handwritten signature in black ink, appearing to read 'JDallas', written over a horizontal line.

Jayson Dallas, M.D.
President and Chief Executive Officer

AIMMUNE THERAPEUTICS, INC.
8000 Marina Blvd., Suite 300
Brisbane, California 94005

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 23, 2019

To the Stockholders of Aimmune Therapeutics, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the “Annual Meeting”) of Aimmune Therapeutics, Inc., a Delaware corporation (the “Company”), will be held on May 23, 2019, at 9:00 a.m. local time, at 8000 Marina Blvd., Suite 300, Brisbane, California 94005 for the following purposes:

1. To elect three directors to hold office until the 2022 annual meeting of stockholders or until their successors are elected;
2. To ratify the selection, by the Audit Committee of the Company’s Board of Directors, of KPMG LLP, as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2019;
3. To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. Only stockholders who owned common stock of the Company at the close of business on March 29, 2019 (the “Record Date”) can vote at this meeting or any adjournments that take place.

The Board of Directors recommends that you vote as follows on the matters to be presented to stockholders at the Annual Meeting:

1. **FOR** the election of the director nominees named in Proposal No. 1 of the Proxy Statement;
2. **FOR** the ratification of the appointment of KPMG LLP, as the independent registered public accounting firm, as described in Proposal No. 2 of the Proxy Statement; and
3. **FOR** the advisory vote to approve the compensation of the Company’s named executive officers, as described in Proposal No. 3 of the Proxy Statement.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, WE ENCOURAGE YOU TO READ THE ACCOMPANYING PROXY STATEMENT AND OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2018, AND SUBMIT YOUR PROXY AS SOON AS POSSIBLE USING ONE OF THE THREE CONVENIENT VOTING METHODS DESCRIBED IN THE “INFORMATION ABOUT THE PROXY PROCESS AND VOTING” SECTION IN THE PROXY STATEMENT. IF YOU RECEIVE MORE THAN ONE SET OF PROXY MATERIALS OR NOTICE OF INTERNET AVAILABILITY BECAUSE YOUR SHARES ARE REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH PROXY SHOULD BE SIGNED AND SUBMITTED TO ENSURE THAT ALL OF YOUR SHARES WILL BE VOTED.

By Order of the Board of Directors

/s/ Jayson Dallas
Jayson D.A. Dallas, M.D.
President and Chief Executive Officer

Brisbane, California
April 10, 2019

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AIMMUNE THERAPEUTICS, INC.
8000 Marina Blvd., Suite 300
Brisbane, California 94005

PROXY STATEMENT

FOR THE 2019 ANNUAL MEETING OF STOCKHOLDERS
MAY 23, 2019

We have sent you this Proxy Statement and the enclosed Proxy Card because the Board of Directors (the “Board”) of Aimmune Therapeutics, Inc. (referred to herein as the “Company”, “Aimmune”, “we”, “us” or “our”) is soliciting your proxy to vote at our 2019 Annual Meeting of Stockholders (the “Annual Meeting”) to be held on Wednesday, May 23, 2019, at 9:00 a.m. local time, at 8000 Marina Blvd., Suite 300, Brisbane, California 94005.

- This Proxy Statement summarizes information about the proposals to be considered at the Annual Meeting and other information you may find useful in determining how to vote.
- The Proxy Card is the means by which you actually authorize another person to vote your shares in accordance with your instructions.

In addition to solicitations by mail, our directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, e-mail and personal interviews. We may retain outside consultants to solicit proxies on our behalf as well. All costs of solicitation of proxies will be borne by us. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and we will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials.

Pursuant to the rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our Annual Meeting materials, which include this Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2018 (the “Form 10-K”), over the internet in lieu of mailing printed copies. We will begin mailing the Notice of Internet Availability to our stockholders of record as of March 29, 2019 (the “Record Date”) for the first time on or about April 10, 2019. The Notice of Internet Availability will contain instructions on how to access and review the Annual Meeting materials and will also contain instructions on how to request a printed copy of the Annual Meeting materials. In addition, we have provided brokers, dealers, banks, voting trustees and their nominees, at our expense, with additional copies of our proxy materials and the Form 10-K so that our record holders can supply these materials to the beneficial owners of shares of our common stock as of the Record Date. The Form 10-K is also available in the “Financial Information” section of our website at <http://ir.aimmune.com>.

The only outstanding voting securities of Aimmune are shares of common stock, \$0.0001 par value per share (the “common stock”), of which there were 62,469,685 shares outstanding as of the Record Date (excluding any treasury shares). The holders of a majority in voting power of the shares of common stock issued and outstanding and entitled to vote, present in person or represented by proxy, are required to hold the Annual Meeting.

INFORMATION ABOUT THE PROXY PROCESS AND VOTING

Why am I receiving these materials?

We have made this Proxy Statement and Proxy Card available to you on the internet or, upon your request, have delivered printed proxy materials to you, because the Board is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the Annual Meeting. You are invited to attend the Annual Meeting to vote on the proposals described in this Proxy Statement. However, you do not need to attend the Annual Meeting to vote your shares. Instead, you may simply complete, sign and return the Proxy Card, or follow the instructions below to submit your proxy over the telephone or on the internet.

This Proxy Statement, the Notice of Internet Availability, the Notice of Annual Meeting and accompanying Proxy Card will be first made available for access by our stockholders on or about April 10, 2019 to all stockholders of record entitled to vote at the Annual Meeting.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting. At the close of business on the Record Date, there were 62,469,685 shares of common stock issued and outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, on the Record Date, your shares were registered directly in your name with the transfer agent for our common stock, EQ Shareowner Services, then you are a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we encourage you to fill out and return the Proxy Card or vote by proxy over the telephone or on the internet as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent

If, on the Record Date, your shares were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request and obtain a valid Proxy Card from your broker or other agent.

What am I being asked to vote on?

You are being asked to vote on three proposals:

- Proposal 1—the election of three Class I directors to hold office until our 2022 annual meeting of stockholders;
- Proposal 2—the ratification of the selection, by the Audit Committee of our Board, of KPMG LLP, as our independent registered public accounting firm for the year ending December 31, 2019; and
- Proposal 3—a non-binding, advisory vote on the compensation of our named executive officers.

In addition, you are entitled to vote on any other matters that are properly brought before the Annual Meeting.

How do I vote?

- For Proposal 1, you may either vote “For” all the nominees to the Board or you may “Withhold” your vote for any nominee you specify.
- For Proposal 2, you may either vote “For” or “Against” or abstain from voting.
- For Proposal 3, you may either vote “For” or “Against” or abstain from voting.

Please note that by casting your vote by proxy you are authorizing the individuals listed on the Proxy Card to vote your shares in accordance with your instructions and in their discretion with respect to any other matter that properly comes before the Annual Meeting or any adjournments or postponements thereof.

The procedures for voting are as follows:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the Annual Meeting. Alternatively, you may vote by proxy by using the accompanying Proxy Card, over the internet or by telephone. Whether or not you plan to attend the Annual Meeting, we encourage you to vote by proxy to ensure your vote is counted. Even if you have submitted a proxy before the Annual Meeting, you may still attend the Annual Meeting and vote in person. In such case, your previously submitted proxy will be disregarded.

- To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.
- To vote using the Proxy Card, simply complete, sign and date the accompanying Proxy Card and return it promptly in the envelope provided. If you return your signed Proxy Card to us before the Annual Meeting, we will vote your shares in accordance with the Proxy Card.
- To vote by proxy over the internet, follow the instructions provided on the Notice of Internet Availability.
- To vote by telephone, you may vote by proxy by calling the toll-free number found on the Notice of Internet Availability.

Beneficial Owner: Shares Registered in the Name of Broker, Bank or Other Agent

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a voting instruction card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the voting instruction card to ensure that your vote is counted. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a proxy form.

We provide internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.

Who counts the votes?

Broadridge Financial Solutions, Inc. (“Broadridge”) has been engaged as our independent agent to tabulate stockholder votes, or Inspector of Election. If you are a stockholder of record, your executed Proxy Card is returned directly to Broadridge for tabulation. As noted above, if you hold your shares through a broker, your broker returns one Proxy Card to Broadridge on behalf of all its clients.

How are votes counted?

Votes will be counted by the Inspector of Election appointed for the Annual Meeting. The Inspector of Election will separately count “For” votes for all proposals, and, with respect to Proposals 2 and 3, “Against” votes, abstentions and broker non-votes. In addition, with respect to Proposal 1, the election of directors, the Inspector of Election will count the number of “Withheld” votes and broker non-votes received. If your shares are held by your broker as your nominee (that is, in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker, your broker can vote your shares with respect to “routine” items, but not with respect to “non-routine” items. See below for more information regarding: “**What are “broker non-votes”?**” and “**Which ballot measures are considered “routine” or “non-routine”?**”

What are “broker non-votes”?

Broker non-votes occur when a beneficial owner of shares held in “street name” does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed “non-routine.” Generally, if shares are held in street name, the beneficial owner of the shares is entitled to give voting instructions to the broker or nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker or nominee can still vote the shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. In the event that a broker, bank, custodian, nominee or other record holder of common stock indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular proposal, then those shares will be treated as broker non-votes with respect to that proposal. Accordingly, if you own shares through a nominee, such as a broker or bank, please be sure to instruct your nominee how to vote to ensure that your vote is counted on each of the proposals.

Which ballot measures are considered “routine” or “non-routine?”

The ratification of the appointment of KPMG LLP, as our independent registered public accounting firm for the year ending December 31, 2019 (Proposal 2) is considered routine under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected to exist in connection with Proposal 2. The election of directors (Proposal 1) and the non-binding advisory vote on the compensation of our named executive officers (Proposal 3) are considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposals 1 and 3.

How many votes are needed to approve the proposal?

With respect to Proposal 1, the election of directors, the three nominees receiving the highest number of “For” votes will be elected.

With respect to Proposal 2, the affirmative vote of the majority of votes cast (excluding abstentions and broker non-votes) is required for approval. This is a routine proposal and therefore we do not expect any broker non-votes.

With respect to Proposal 3, the affirmative vote of the majority of votes cast (excluding abstentions and broker non-votes) is required for approval. While the vote on this resolution is advisory and not binding on us, our Compensation Committee and our Board will consider the outcome of the vote on this resolution when considering future executive compensation decisions.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of the Record Date.

What if I return a Proxy Card but do not make specific choices?

If we receive a signed and dated Proxy Card and the Proxy Card does not specify how your shares are to be voted, your shares will be voted as follows:

- “For” the election of each of the three nominees for director;
- “For” the ratification of the appointment of KPMG LLP, as our independent registered public accounting firm for the fiscal year ending December 31, 2019; and
- “For” the non-binding, advisory vote regarding the compensation of our named executive officers.

If any other matter is properly presented at the Annual Meeting, your proxy (one of the individuals named on your Proxy Card) will vote your shares in his or her discretion.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors, officers and employees may also solicit proxies in person, by telephone or by other means of communication. Directors, officers and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one set of materials?

If you receive more than one set of materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all the shares you own, you must either sign and return all of the Proxy Cards or follow the instructions for any alternative voting procedure on each of the Proxy Cards.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy with a later date.
- You may send a written notice that you are revoking your proxy to our Corporate Secretary at 8000 Marina Blvd., Suite 300, Brisbane, California 94005.
- You may attend the Annual Meeting and vote in person. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

If your shares are held by your broker, bank or other agent, you should follow the instructions provided by them.

When are stockholder proposals due for next year's Annual Meeting?

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by December 13, 2019, to our Corporate Secretary at 8000 Marina Blvd., Suite 300, Brisbane, California 94005; provided that if the date of the annual meeting is more than 30 days from May 23, 2019, the deadline is a reasonable time before we begin to print and send our proxy materials for next year's annual meeting. Pursuant to the bylaws, in order for a stockholder to present a proposal for next year's annual meeting, other than proposals to be included in the proxy statement as described above, or to nominate a director, you must do so between January 24, 2020 and February 21, 2020; provided that if the date of that annual meeting is more than 30 days before or more than 60 days after May 23, 2019, you must give notice not later than the 90th day prior to the annual meeting date or, if later, the 10th day following the day on which public disclosure of the annual meeting date is first made. You are also advised to review our bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if the holders of a majority in voting power of the shares of common stock issued and outstanding and entitled to vote are present in person or represented by proxy at the Annual Meeting. On the Record Date, there were 62,469,685 shares outstanding and entitled to vote. Accordingly, 31,234,843 shares must be represented by stockholders present at the Annual Meeting or by proxy to have a quorum.

Your shares will be counted toward the quorum only if you submit a valid proxy or vote at the Annual Meeting. Abstentions and broker non-votes will be counted toward the quorum requirement. If there is no quorum, either the chair of the Annual Meeting or a majority in voting power of the stockholders entitled to vote at the Annual Meeting, present in person or represented by proxy, may adjourn the Annual Meeting to another time or place.

How can I find out the results of the voting at the Annual Meeting?

Voting results will be announced by the filing of a Current Report on Form 8-K within four business days after the Annual Meeting. If final voting results are unavailable at that time, we will file an amended Current Report on Form 8-K within four business days of the day the final results are available.

Directions to Annual Meeting

Directions to our Annual Meeting, to be held at 8000 Marina Blvd., Suite 300, Brisbane, California 94005 are available at: <http://ir.aimmune.com/>.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

Our Board is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a staggered, three-year term. Unless the Board determines that vacancies (including vacancies created by increases in the number of directors) shall be filled by the stockholders, and except as otherwise provided by law, vacancies on the Board may be filled only by the affirmative vote of a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the number of directors) shall serve for the remainder of the full term of the class of directors in which the vacancy occurred and until such director's successor is elected and qualified.

The Board currently consists of eight seated directors, divided into the three following classes:

- *Class I directors:* Jayson D.A. Dallas, M.D., Mark T. Iwicki and Gregory Behar, whose current terms will expire at the Annual Meeting;
- *Class II directors:* Brett K. Haumann, M.D., Mark D. McDade and Stacey D. Seltzer, whose current terms will expire at the annual meeting of stockholders to be held in 2020; and
- *Class III directors:* Patrick G. Enright and Kathryn E. Falberg, whose current terms will expire at the annual meeting of stockholders to be held in 2021.

At each annual meeting of stockholders, the successors to directors whose terms will then expire will be elected to serve from the time of election and qualification until the third subsequent annual meeting of stockholders.

Dr. Dallas and Messrs. Iwicki and Behar have been nominated to serve as Class I directors and have each elected to stand for reelection. Each director to be elected will hold office from the date of their election by the stockholders until the third subsequent annual meeting of stockholders or until his successor is elected and has been qualified, or until such director's earlier death, resignation or removal.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Each person nominated for election has agreed to serve if elected, and management has no reason to believe that any nominee will be unable to serve. Directors are elected by a plurality of the votes cast at the meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* THE ELECTION OF EACH NAMED NOMINEE.

The following table sets forth, for the Class I nominees (who are currently standing for re-election) and for our other current directors who will continue in office after the Annual Meeting, information with respect to their ages as of April 1, 2019 and position/office held within the Company:

Name	Age	Position/Office Held With the Company	Director Since
<i>Class I Directors whose terms expire at the Annual Meeting of Stockholders</i>			
Jayson D.A. Dallas, M.D.	51	President, Chief Executive Officer and Director	2018
Mark T. Iwicki ⁽²⁾⁽³⁾	52	Director	2015
Gregory Behar.....	49	Director	2016
<i>Class II Directors whose terms expire at the 2020 Annual Meeting of Stockholders</i>			
Brett K. Haumann, M.D. ⁽⁴⁾	49	Director	2018
Mark D. McDade ⁽¹⁾⁽³⁾	63	Chair of the Board	2015
Stacey D. Seltzer ⁽¹⁾⁽⁴⁾	42	Director	2015
<i>Class III Directors whose terms expire at the 2021 Annual Meeting of Stockholders</i>			
Patrick G. Enright ⁽²⁾⁽³⁾	57	Director	2013
Kathryn E. Falberg ⁽¹⁾⁽²⁾	58	Director	2015

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Nominating and Corporate Governance Committee.
- (4) Member of the Research and Development Committee.

Set forth below is biographical information for the nominees and each person whose term of office as a director will continue after the Annual Meeting. The following includes certain information regarding our directors' individual experience, qualifications, attributes and skills that led the Board to conclude that they should serve as directors.

Nominees for Election to a Three-Year Term Expiring at the 2022 Annual Meeting of Stockholders

Jayson D.A. Dallas, M.D. has served as our President and Chief Executive Officer and as a member of our Board since June 2018. Dr. Dallas joined Aimmune from Ultragenyx Pharmaceutical Inc., a public biopharmaceutical company, where he had served as Executive Vice President since January 2016 and Chief Commercial Officer since August 2015. Between August 2015 and January 2016, he also served as Senior Vice President of Ultragenyx. Prior to Ultragenyx, Dr. Dallas served as General Manager of Roche Holding (UK) Limited, a public healthcare company, in the United Kingdom from July 2012 to July 2015. Prior to that, he held two different positions at Genentech, Inc., a public pharmaceutical company, as Head of Global Oncology Launch Excellence and Biosimilar Strategy and Head of Global Product Strategy for Immunology and Ophthalmology from May 2010 to June 2012. Prior to joining Genentech, Dr. Dallas worked at Novartis AG and Pharmacia Corporation in the United States and, prior to that, at Roche in Switzerland. Dr. Dallas has also served as a board member of Arena Pharmaceuticals Inc., a public biopharmaceutical company, since February 2017. Dr. Dallas holds an M.D. from the University of the Witwatersrand, Johannesburg, South Africa and an M.B.A. from Ashridge Business School in the United Kingdom. We believe that Dr. Dallas is qualified to serve on our Board due to his executive management and operational experience in the life science industry.

Mark T. Iwicki has served as a member of our Board since May 2015. Mr. Iwicki currently serves as the Chairman and Chief Executive Officer of Kala Pharmaceuticals, Inc., a biopharmaceutical company, which he joined in April 2015. Mr. Iwicki also currently serves as the Chairman of the board of directors and a member of the compensation committee of Pulmatrix, Inc., a biopharmaceutical company, a member of the board of directors and member of the compensation committee of Merus B.V., a biopharmaceutical company, and a member of the board of directors of Akero Therapeutics, Oxeia Biopharmaceuticals, and Nimbus Therapeutics LLC, biotechnology companies. Previously, Mr. Iwicki served as President and Chief Executive Officer and a member of the board of directors of Civitas Therapeutics, Inc., a biopharmaceutical company, from January 2014 until its acquisition by Acorda Therapeutics, Inc., a biotechnology company, in September 2014. From December 2012 to January 2014, Mr. Iwicki served as President and Chief Executive Officer and director at Blend Therapeutics, Inc., a biopharmaceutical company. From 2007 to June 2012, Mr. Iwicki served in several roles, including Chief Commercial Officer, President and Chief Operating Officer and Director and Chief Executive Officer at Sunovion Pharmaceuticals, Inc., formerly Sepracor, Inc., a pharmaceutical company. From 1998 to 2007, Mr. Iwicki held executive positions, including Vice President and Business Unit Head, at Novartis Pharmaceuticals Corporation, a pharmaceuticals company. Mr. Iwicki has also held management positions at Astra Merck Inc. and Merck & Co., Inc., pharmaceutical companies. Mr. Iwicki received a B.A. in Business Administration from Ball State University and an M.B.A. from Loyola University. We believe that Mr. Iwicki is qualified to serve on our Board due to his executive management and operational experience in the life science industry.

Gregory Behar joined our board of directors in November 2016 in connection with the equity investment in Aimmune by Nestle Health Science US Holdings, Inc. Mr. Behar currently serves as President and Chief Executive Officer of Nestlé Health Science S.A., a wholly-owned subsidiary of Nestlé S.A. (“Nestlé”), a nutrition, health and wellness company, which he joined in July 2014. Previously, Mr. Behar was President and Chief Executive Officer of Boehringer Ingelheim Pharmaceuticals Inc. (USA), a pharmaceutical company, from 2011 to June 2014 and Corporate Vice President Region NECAR (North European Union, Canada and Australasia) for Boehringer Ingelheim GmbH, a pharmaceutical company, from 2010 to 2011. He also spent seven years in marketing and sales leadership in various roles at Novartis AG, a healthcare company, following earlier work at Nestlé. Mr. Behar also serves on the boards of Seres Therapeutics, Inc., a microbiome therapeutics platform company, Accera, Inc., a clinical development company, Axcella Health, Inc., an amino acids therapeutics company, and Nestlé Health Science S.A. Mr. Behar is Chairman of the Board of Nutrition Science Partners and a member of the Steering Committee of Nestlé Institute of Health Sciences. Mr. Behar received a B.S. in Mechanical Engineering from the University of California, Los Angeles, an M.S. in Mechanical Engineering from EPFL in Switzerland and an M.B.A. from INSEAD in France. We believe that Mr. Behar is qualified to serve on our Board due to his extensive global management and leadership experience in the life science industry.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF THE ABOVE-NAMED NOMINEES

Directors Continuing in Office Until the 2020 Annual Meeting of Stockholders

Brett K. Haumann, M.D. has served as a member of our Board since October 2018. Dr. Haumann is Chief Medical Officer and Senior Vice President, Clinical Development, and a member of the board of directors of at Theravance Biopharma, Inc., which he joined in June 2014 in connection with Theravance Biopharma’s spin-off from Theravance Inc., after joining Theravance Inc. as Vice President, Clinical Development, in October 2013. He became Vice President, Clinical Development and Operations of Theravance Inc. in March 2014 and became Senior Vice President, Clinical Development at Theravance Biopharma in December 2014. Dr. Haumann served as Chief Medical Officer at, and on the board of directors of Circassia Limited, a UK-based allergy biopharmaceutical company, from September 2012 to June 2013 and on the board of directors of Reacta Biotech Limited, a UK-based peanut allergy diagnostic company, from June 2014 to November 2016. Dr. Haumann held senior positions at GlaxoSmithKline from 2001 to 2012, including Medicines Development Leader and Vice President Clinical Development until August 2012. Dr. Haumann has more than 20 years of experience in the discovery and development of pulmonary and allergy medicines. Dr. Haumann completed his M.D. at the University of Witwatersrand Medical School, South Africa and holds an M.B.A. from Open University, United Kingdom. We believe that Dr. Haumann is qualified to serve on our Board due to his executive management and leadership experience in the life science industry, as well as his experience as a director of public companies

Mark D. McDade has served as the Chair of our Board since May 2015. Since January 2017, Mr. McDade has served as Managing Partner of the Qiming US Healthcare Fund, a venture capital firm. He previously served as Executive Vice President and Chief Operating Officer of UCB S.A., a Belgian biopharmaceutical company, from 2009 until his retirement from UCB S.A. in October 2016, after serving as Executive Vice President, Corporate Development since 2008. From 2002 to 2007, Mr. McDade served as Chief Executive Officer and as a member of the board of directors of PDL BioPharma, Inc., a biotechnology company. From 2000 to 2002, Mr. McDade was Chief Executive Officer of Signature BioScience, Inc., a drug discovery company. From 1994 to 2000, Mr. McDade served as Chief Operating Officer and as a director of Corixa Corporation, a biopharmaceutical company he co-founded. At Corixa, Mr. McDade also served as President from 1998 to 2000. He serves on the board of directors of Dermira, Inc., biopharmaceutical company and has since August 2014. Mr. McDade also served on the board of directors of Five Prime Therapeutics, Inc., a biotechnology company, from 2006 to November 2018. Mr. McDade served as a member of the board of directors and as a member of the audit and conflicts committees for Phillips Edison Grocery Center REIT II, Inc., a non-traded real estate investment company, until November 2018 and has served as an Independent Director at Phillips Edison Grocery Center REIT III, Inc. since November 2018. Additionally, Mr. McDade is on the board of several privately-held companies. Mr. McDade received a B.A. in History from Dartmouth College and an M.B.A. from Harvard Business School. We believe that Mr. McDade is qualified to serve on our Board due to his executive management and leadership experience in the life science industry, as well as his extensive experience as a director of public companies.

Stacey D. Seltzer has served as a member of our Board since January 2015. Ms. Seltzer is currently a partner at Aisling Capital, where she previously served as principal since joining in September 2008. From 2004 to 2008, Ms. Seltzer held various positions at Schering-Plough Corporation, a pharmaceutical company, including U.S. Schering-Plough Brand Lead for Zetia, Associate Director, U.S. Marketing, Senior Manager, Global Licensing and Management Associate. From 2001 to 2002, Ms. Seltzer served as Director of Business Development for Akceli, Inc., a biotechnology company. Ms. Seltzer has served on the board of directors of Promentis Pharmaceuticals, Inc., a biopharmaceutical company, since November 2016. Ms. Seltzer is currently a board observer for Prolacta Bioscience Inc., a biopharmaceutical company. She previously served on the board of directors of Miramar Labs, Inc., and as a board observer for Agile Therapeutics, Inc., a pharmaceutical company, Durata Therapeutics, Inc., a pharmaceutical company, and Zeltiq Aesthetics, Inc. a medical equipment supplier. Ms. Seltzer received a B.S. and M.S. in Molecular Biophysics and Biochemistry from Yale University and an M.B.A. from the Wharton School at the University of Pennsylvania. We believe that Ms. Seltzer is qualified to serve on our Board due to her investment and management experience in the life science industry.

Directors Continuing in Office Until the 2021 Annual Meeting of Stockholders

Patrick G. Enright has served as a member of our Board since April 2013. Mr. Enright is a founder of Longitude Capital, a venture capital firm focused on investments in pharmaceutical and medical technology companies and has served as its Managing Director since 2006. From 2002 through 2006, Mr. Enright was a Managing Director of Pequot Ventures, a venture capital investment firm, where he co-led the life sciences investment practice. He currently serves on the board of directors and as a member of the audit and compensation committees of Jazz Pharmaceuticals plc and on the board of directors and as member of the audit committee of Aptinyx Inc., both public pharmaceutical companies. Mr. Enright previously served on the board of directors and as a member of the audit committee of Corcept Therapeutics Incorporated, a pharmaceutical company, and as a member of the board of directors and as chair of the audit committee of Esperion Therapeutics, Inc., a pharmaceutical company. Mr. Enright is also on the board of several privately-held companies. Mr. Enright received a B.S. in Biological Sciences from Stanford University and an M.B.A. from the Wharton School at the University of Pennsylvania. We believe that Mr. Enright is qualified to serve on our Board due to his experience serving on the board of directors of clinical-stage biotechnology companies and his investment experience in the life science industry.

Kathryn E. Falberg has served as a member of our Board since May 2015. She previously served as Executive Vice President and Chief Financial Officer of Jazz Pharmaceuticals plc, a biopharmaceutical company, from March 2012 to March 2014, after serving as Senior Vice President and Chief Financial Officer since December 2009. From 2001 to 2009, Ms. Falberg worked with several smaller companies while serving as a corporate director and audit committee chair for several companies. From 1995 to 2001, Ms. Falberg was with Amgen Inc., a biotechnology company, where she served as Senior Vice President, Finance and Strategy and Chief Financial Officer, and prior to that as Vice President, Chief Accounting Officer and Vice President, Treasurer. Ms. Falberg also serves as a member of the board of directors for biopharmaceutical companies UroGen Pharma Ltd., Tricida Inc. and Arcus Biosciences Inc., and as a member of the board of directors of Trade Desk Inc., a public technology company. She previously served on the board of directors of biotechnology companies Axovant Sciences Ltd., BioMarin Pharmaceutical, Inc., aTyr Pharma, Inc., Medivation, Inc., and Halozyme Therapeutics, Inc. Ms. Falberg received a B.A. in Economics and M.B.A. from the University of California, Los Angeles and is a certified public accountant (inactive). We believe that Ms. Falberg is qualified to serve on our Board due to her extensive background in financial and accounting matters for public companies and her leadership experience in the biotechnology industry.

PROPOSAL NO. 2
RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board has engaged KPMG LLP (“KPMG”), as our independent registered public accounting firm for the year ending December 31, 2019 and is seeking ratification of such selection by our stockholders at the Annual Meeting. KPMG has audited our financial statements for each of our fiscal years since the fiscal year ended December 31, 2013. Representatives of KPMG are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our bylaws nor other governing documents or law require stockholder ratification of the selection of KPMG as our independent registered public accounting firm. However, the Audit Committee is submitting the selection of KPMG to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain KPMG. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of the Company and our stockholders.

Principal Accountant Fees and Services

The following table provides information regarding the fees incurred to KPMG during the years ended December 31, 2018 and 2017. The Audit Committee approved all of the fees described below.

	Year Ended December 31,	
	2018	2017
	<i>(In thousands)</i>	
Audit Fees ⁽¹⁾	\$ 726	\$ 627
Tax Fees.....	—	—
Audit-Related Fees ⁽²⁾	92	—
All Other Fees.....	—	—
Total Fees	\$ 818	\$ 627

- (1) Audit fees of KPMG for the years ending December 31, 2018 and 2017 were for professional services rendered for the audits of our financial statements, including accounting consultation, reviews of quarterly financial statements and professional services rendered in connection with our registration statements. Fees for 2018 include services associated with our follow on offering of common stock in February 2018 and fees for 2017 include services associated with our automatic shelf registration statement, which we filed with the SEC in December 2017.
- (2) Fees for 2018 include services associated with our follow on offering of common stock in February 2018.

Pre-Approval Policies and Procedures

The Audit Committee or a delegate of the Audit Committee pre-approves or provides pursuant to pre-approvals policies and procedures for the pre-approval of, all audit and non-audit services provided by its independent registered public accounting firm. This policy is set forth in the charter of the Audit Committee and is available at <http://ir.aimmune.com>.

The Audit Committee approved all of the audit, audit-related, tax and other services provided by KPMG for 2018 and all of the audit, audit-related, tax and other services provided by KPMG in 2017 and, in each case, the estimated costs of those services. Actual amounts billed, to the extent in excess of the estimated amounts, are periodically reviewed and approved by the Audit Committee.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The material in this report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference into any filing of Aimmune under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

The primary purpose of the Audit Committee is to oversee our financial reporting processes on behalf of our Board. The Audit Committee’s functions are more fully described in its charter, which is available on our website at <http://ir.aimmune.com>. Management has the primary responsibility for our financial statements and reporting processes, including our systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management Aimmune’s audited financial statements as of and for the year ended December 31, 2018.

The Audit Committee has discussed with KPMG LLP, the Company’s independent registered public accounting firm, the matters required to be discussed by Statement on Auditing Standards 61, as amended, “Communications with Audit Committees,” as adopted by the Public Company Accounting Oversight Board (the “PCAOB”). In addition, the Audit Committee discussed with KPMG LLP their independence, and received from KPMG LLP the written disclosures and the letter required by Ethics and Independence Rule 3526 of the PCAOB. Finally, the Audit Committee discussed with KPMG LLP, with and without management present, the scope and results of KPMG LLP’s audit of such financial statements.

Based on these reviews and discussions, the Audit Committee has recommended to our Board that such audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the SEC. The Audit Committee also has engaged KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 and is seeking ratification of such selection by the stockholders.

Audit Committee
Kathryn E. Falberg, Chair
Mark D. McDade
Stacey D. Seltzer

PROPOSAL NO. 3

NON-BINDING, ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Summary

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 enables our stockholders to vote to approve as required pursuant to Section 14A of the Exchange Act, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with the compensation disclosure rules of the SEC, commonly known as a “Say-on-Pay” vote. Accordingly, we are seeking a non-binding, advisory vote to approve the compensation of our named executive officers as described in the “Compensation Discussion and Analysis” section of this proxy statement and the compensation tables and accompanying narrative disclosures that follow.

Board Recommendation

Our Compensation Committee and the Board believe that the information provided in the “Compensation Discussion and Analysis” section of this proxy statement, compensation tables and accompanying narrative disclosures demonstrates that our executive compensation program is designed appropriately, emphasizes pay for performance and aligns management’s interests with our stockholders’ interests to support long-term value creation.

Accordingly, our Board recommends that stockholders vote “FOR” the following resolution:

RESOLVED, that stockholders of Aimmune Therapeutics, Inc. (the “Company”) approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in “Compensation Discussion and Analysis,” compensation tables and the accompanying narrative disclosures of this Proxy Statement.

While the vote on this resolution is advisory and not binding on us, the Compensation Committee, or our Board, the Compensation Committee and our Board values thoughtful input from stockholders and will consider the outcome of the vote on this resolution when considering future executive compensation decisions. Our Board has adopted a policy of providing for annual advisory votes from stockholders on executive compensation. Unless our Board modifies its policy on the frequency of future Say-on-Pay advisory votes, the next Say-on-Pay advisory vote will be held at the 2020 annual meeting of stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE, ON A NON-BINDING ADVISORY BASIS, *FOR* THE RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

CORPORATE GOVERNANCE

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors, including those officers responsible for financial reporting. The code of business conduct and ethics is available on our website at <http://ir.aimmune.com>. We expect that any amendments to the code, or any waivers of its requirements, will be disclosed on our website. The reference to our web address does not constitute incorporation by reference of the information contained at or available through our website.

Corporate Governance Guidelines

We believe in sound corporate governance practices and have adopted formal Corporate Governance Guidelines to enhance our effectiveness. Our Board adopted these Corporate Governance Guidelines in order to ensure that it has the necessary practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The Corporate Governance Guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Guidelines set forth the practices our Board follows with respect to Board and committee composition and selection, Board meetings, Chief Executive Officer performance evaluation and succession planning. A copy of our Corporate Governance Guidelines is available on our website at <http://ir.aimmune.com>.

Independence of the Board of Directors

As required under the Nasdaq Global Select Market (“Nasdaq”) rules and regulations, a majority of the members of a listed company’s board of directors must qualify as “independent,” as affirmatively determined by such board. The Board consults with the Company’s counsel to ensure that the Board’s determinations are consistent with all relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in pertinent Nasdaq listing standards, as in effect from time to time.

Consistent with these considerations, our Board has determined that all of our current directors, other than Dr. Dallas qualify as “independent” directors in accordance with the Nasdaq listing requirements. Dr. Dallas is not considered independent because he is an employee of Aimmune. The Nasdaq independence definition includes a series of objective tests, such as that the director is not, and has not been for at least three years, one of our employees and that neither the director nor any of his or her family members has engaged in various types of business dealings with us. In addition, as required by Nasdaq rules, our Board has made a subjective determination as to each independent director that no relationships exist, which, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, our Board considered information provided by the directors and us with regard to each director’s business and personal activities and relationships as they may relate to us and our management. There are no family relationships among any of our directors or executive officers.

As required under Nasdaq rules and regulations, our independent directors meet in regularly scheduled executive sessions at which only independent directors are present. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee of our Board are comprised entirely of directors determined by the Board to be independent within the meaning of Nasdaq and SEC rules and regulations applicable to the members of such committees.

Leadership Structure of the Board

Our bylaws and Corporate Governance Guidelines provide our Board with flexibility to combine or separate the positions of Chair of the Board and Chief Executive Officer and/or the implementation of a lead director in accordance with its determination that utilizing one or the other structure would be in the best interests of the Company. Mr. McDade currently serves as the Chair of our Board. In that role, Mr. McDade presides over the executive sessions of the Board in which Dr. Dallas does not participate, serves as a liaison to Dr. Dallas and management on behalf of the Board and performs such other duties and exercises such other powers as may from time to time be assigned by the bylaws or the Board.

Our Board has concluded that our current leadership structure is appropriate at this time. However, our Board will continue to periodically review our leadership structure and may make such changes in the future as it deems appropriate.

Role of Board in Risk Oversight Process

Risk assessment and oversight are an integral part of our governance and management processes. Our Board encourages management to promote a culture that incorporates risk management into our corporate strategy and day-to-day business operations. Management discusses strategic and operational risks at regular management meetings and conducts specific strategic planning and review sessions during the year that include a focused discussion and analysis of the risks facing us. Throughout the year, senior management reviews these risks with the Board at regular Board meetings as part of management presentations that focus on particular business functions, operations or strategies and presents the steps taken by management to mitigate or eliminate such risks.

Our Board does not have a standing risk management committee, but rather administers this oversight function directly through our Board as a whole, as well as through various standing committees of our Board that address risks inherent in their respective areas of oversight. In particular, our Board is responsible for monitoring and assessing strategic risk exposure and our Audit Committee is responsible for overseeing our major financial risk exposures and the steps our management has taken to monitor and control these exposures. The Audit Committee also monitors compliance with legal and regulatory requirements. Our Nominating and Corporate Governance Committee monitors the effectiveness of our corporate governance guidelines and considers and approves or disapproves any related-person transactions. Our Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking.

Board Committees

Audit Committee

Our Audit Committee oversees our corporate accounting and financial reporting process. Among other matters, the Audit Committee:

- appoints our independent registered public accounting firm;
- evaluates the independent registered public accounting firm's qualifications, independence and performance;
- determines the engagement of the independent registered public accounting firm;
- reviews and approves the scope of the annual audit and the audit fee;
- discusses with management and the independent registered public accounting firm the results of the annual audit and the review of our quarterly financial statements;
- approves the retention of the independent registered public accounting firm to perform any proposed permissible non-audit services;
- monitors the rotation of partners of the independent registered public accounting firm on our engagement team in accordance with requirements established by the SEC;
- is responsible for reviewing our financial statements and our management's discussion and analysis of financial condition and results of operations to be included in our annual and quarterly reports to be filed with the SEC;
- reviews our critical accounting policies and estimates; and
- reviews the Audit Committee charter and the committee's performance at least annually.

The current members of our Audit Committee are Kathryn E. Falberg, Mark D. McDade and Stacey D. Seltzer. Ms. Falberg serves as the chair of the committee. All members of our Audit Committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC and Nasdaq. Our Board has determined that Ms. Falberg is an Audit Committee financial expert as defined under the applicable rules of the SEC and has the requisite financial sophistication as defined under the applicable rules and regulations of Nasdaq. Under the rules of the SEC, members of the Audit Committee must also meet heightened independence standards. Our Board has determined that each of Ms. Falberg, Mr. McDade and Ms. Seltzer are independent under the applicable rules of the SEC and Nasdaq.

The Audit Committee operates under a written charter that satisfies the applicable standards of the SEC and Nasdaq. A copy of the Audit Committee charter is available to security holders on the Company's website at <http://ir.aimmune.com>.

Compensation Committee

Our Compensation Committee oversees policies relating to compensation and benefits of our officers and employees. The Compensation Committee reviews and determines or, if applicable, recommends to our Board corporate goals and objectives relevant to the compensation of our executive officers, evaluates the performance of these officers in light of those goals and objectives and approves the compensation of these officers based on such evaluations. Our Compensation Committee also has the authority to determine and approve the compensation of the Chief Executive Officer. The Compensation Committee also recommends to our Board the issuance of stock options and other awards under our stock plans. The Compensation Committee will review and evaluate, at least annually, the performance of the Compensation Committee and its members, including compliance by the Compensation Committee with its charter.

The current members of our Compensation Committee are Patrick G. Enright, Kathryn E. Falberg and Mark T. Iwicki. Mr. Enright serves as the chair of the committee. Each of the members of our Compensation Committee is independent under the applicable rules and regulations of Nasdaq and is a “non-employee director” as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Our executive officers submit proposals to the board and the Compensation Committee regarding our executive compensation. Our Chief Executive Officer also annually reviews the performance of each executive officer and makes recommendations regarding their compensation. The Compensation Committee considers those recommendations in determining base salaries, adjustments to base salaries, annual cash bonus program targets and awards and equity awards, if any, for the executive officers and other members of senior management.

Our Compensation Committee has retained Radford, Inc. (“Radford”), a nationally-recognized compensation consulting firm, to serve as its independent compensation consultant and to conduct market research and analysis on our various executive positions, to assist the committee in developing appropriate incentive plans for our executives on an annual basis, to provide the committee with advice and ongoing recommendations regarding material executive compensation decisions, and to review compensation proposals of management. Radford reports directly to the Compensation Committee and does not provide any non-compensation related services to the Company. The Compensation Committee reviewed the independence of Radford, employing the independence factors specified in the listing requirements of Nasdaq. Based on this assessment, the Compensation Committee determined that the engagement of Radford does not raise any conflicts of interest or similar concerns. In addition, the Compensation Committee evaluated the independence of its other outside advisors to the Compensation Committee, including outside legal counsel, considering the same independence factors and concluded their work for the Compensation Committee does not raise any conflicts of interest.

The Compensation Committee operates under a written charter that satisfies the applicable standards of the SEC and Nasdaq rules. A copy of the Compensation Committee charter is available to security holders on the Company’s website at <http://ir.aimmune.com>.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for making recommendations to our Board regarding candidates for directorships and the size and composition of our Board. In addition, the Nominating and Corporate Governance Committee is responsible for overseeing our corporate governance policies and reporting and making recommendations to our Board concerning governance matters.

The current members of our Nominating and Corporate Governance Committee are Patrick G. Enright, Mark D. McDade and Mark T. Iwicki. Mr. McDade serves as the chair of the committee. Each of the members of our Nominating and Corporate Governance Committee is an independent director under the applicable rules and regulations of Nasdaq relating to Nominating and Corporate Governance Committee independence.

The Nominating and Corporate Governance Committee operates under a written charter that satisfies the applicable standards of the SEC and Nasdaq rules. A copy of the Nominating and Corporate Governance Committee charter is available to security holders on the Company’s website at <http://ir.aimmune.com>.

Our Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current members), the Nominating and Corporate Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, may take into account many factors, including but not limited to the following: diversity of personal and professional background, perspective and experience; personal and professional integrity, ethics and values; experience in corporate management, operations or finance, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today’s business environment; experience relevant to our industry and with relevant social policy concerns; experience as a board member or executive officer of another publicly held company; relevant academic expertise or other proficiency in an area of our operations; practical and mature business judgment, including ability to make independent analytical inquiries; promotion of a diversity of business or career experience relevant to the success of our company; and any other relevant qualifications, attributes or skills.

The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best maximize the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders. For a stockholder to make any nomination for election to the Board at an annual meeting, the stockholder must provide notice to the Company, which notice must be delivered to, or mailed and received at, the Company's principal executive offices not less than 90 days and not more than 120 days prior to the one-year anniversary of the preceding year's annual meeting; provided, that if the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, the stockholder's notice must be delivered, or mailed and received, not later than 90 days prior to the date of the annual meeting or, if later, the 10th day following the date on which public disclosure of the date of such annual meeting is made. Further updates and supplements to such notice may be required at the times, and in the forms, required under our bylaws. As set forth in our bylaws, submissions must include the name and address of the proposed nominee, information regarding the proposed nominee that is required to be disclosed in a proxy statement or other filings in a contested election pursuant to Section 14(a) under the Exchange Act, information regarding the proposed nominee's indirect and direct interests in shares of the Company's common stock, and a completed and signed questionnaire, representation and agreement of the proposed nominee. Our bylaws also specify further requirements as to the form and content of a stockholder's notice. We recommend that any stockholder wishing to make a nomination for director review a copy of our bylaws, as amended and restated to date, which is available, without charge, from our Corporate Secretary, at 8000 Marina Blvd., Suite 300, Brisbane, California 94005.

Meetings of the Board of Directors, Board and Committee Member Attendance and Annual Meeting Attendance

Our Board met fourteen times and acted by unanimous written consent four times during 2018. The Audit Committee met six times and did not act by unanimous written consent. The Compensation Committee met seven times and acted by unanimous written consent six times. The Nominating and Corporate Governance Committee met five times and acted by unanimous written consent once. During 2018, each Board member attended at least 75% of the aggregate number of meetings of the Board and of the committees of the Board on which he or she served, in each case, to the extent appointed as a Board member or committee member at the relevant time of each meeting, with the following exceptions: Brett K. Haumann, M.D., who was appointed to our Board on October 31, 2018, and Gregory Behar attended 66% and 64%, respectively, of the aggregate number of meetings of the Board and of the committees on the Board on which he served. We encourage all of our directors and nominees for director to attend our annual meeting of stockholders; however, attendance is not mandatory. Among the directors then serving on our board, Dr. Dilly attended our annual meeting of stockholders in 2018.

Stockholder Communications with the Board of Directors

Should stockholders wish to communicate with the Board or any specified individual directors, such correspondence should be sent to the attention of the Corporate Secretary, at 8000 Marina Blvd., Suite 300, Brisbane, California 94005. The Corporate Secretary will forward the communication to the Board members.

Compensation Committee Interlocks and Insider Participation

During 2018, our Compensation Committee included Mr. Enright, Mr. McDade, Mr. Iwicki (who replaced Mr. McDade during the year) and Ms. Falberg. None of the members of our Compensation Committee has at any time been one of our officers or employees. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers on our Board or Compensation Committee. Messrs. Enright and Iwicki and Ms. Falberg participated in our underwritten common stock offering in February 2018. For more information regarding this transaction, see "Certain Relationships and Related Party Transactions".

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We describe below transactions and series of similar transactions, since January 1, 2018, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, executive officers or holders of more than 5% of our common stock, or an affiliate or immediate family member thereof, had or will have a direct or indirect material interest.

Sales and Purchases of Securities

Participation in Public Offering

In February 2018, we issued and sold an aggregate of 6,325,000 shares of our common stock in an underwritten public offering at a price to the public of \$32.00 per share for aggregate net proceeds of approximately \$190.0 million.

The table below sets forth the aggregate number of shares of common stock sold to our directors, executive officers or owners of more than 5% of a class of our capital stock, or an affiliate or immediate family member thereof:

<u>Name</u>	<u>Number of Shares of Common Stock (#)</u>	<u>Aggregate Purchase Price (\$)</u>
Nestlé Health Science US Holdings, Inc. ⁽¹⁾	937,500	30,000,000
Patrick G. Enright ⁽²⁾	15,593	498,976
Kathryn E. Falberg ⁽³⁾	30,000	960,000
Mark T. Iwicki ⁽⁴⁾	9,375	300,000

- (1) Nestlé Health Science US Holdings, Inc. (“Nestle Health Science”) and its affiliates owned (in the aggregate) more than 5% of our outstanding capital stock at the time of the offering. Gregory Behar is currently, and was at the time of the offering, a member of our Board and is affiliated with Nestle Health Science.
- (2) Patrick G. Enright is currently, and was at the time of the offering, a member of our Board.
- (3) Kathryn E. Falberg is currently, and was at the time of the offering, a member of our Board.
- (4) Mark T. Iwicki is currently, and was at the time of the offering, a member of our Board.

Indemnification Agreements and Directors’ and Officers’ Liability Insurance

We have entered into indemnification agreements with each of our directors and executive officers. These agreements, among other things, require us to indemnify each director and executive officer to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys’ fees, judgments, penalties, fines and settlement amounts incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person’s services as a director or executive officer.

Investor Rights Agreement

We entered into an amended and restated investor rights agreement with certain of our investors, including entities with which certain of our directors are or were affiliated, prior to our initial public offering in August 2015. As of December 31, 2018, the holders of approximately 6.0 million shares of our common stock, including the shares of common stock issuable upon exercise of outstanding options, are entitled to rights with respect to the registration of their shares under the Securities Act.

Collaboration with Nestle Health Science

In November 2016, we entered into a two-year strategic collaboration with an affiliate of Nestle Health Science US Holdings, Inc. for the advancement of food allergy therapeutics and issued and sold to Nestle Health Science US Holdings, Inc. (together with its affiliate, Nestle Health Science) 7,552,084 shares of common stock in a private placement at a price of \$19.20 per share, which represented approximately 15.1% of our outstanding shares at the time of the transaction. Subject to certain limited exceptions, Nestle Health Science agreed to a two-year market standoff provision under which it agreed not to sell or transfer any of our common stock or other securities. Subject to certain limited exceptions, Nestle Health Science also agreed to a two-year standstill agreement under which Nestle Health Science agreed not to acquire us through any means. We agreed to register the resale of the shares that Nestle Health Science purchased on a registration statement to be filed with the SEC upon the request of Nestle Health Science, which cannot make the request prior to the 45th day preceding the end of the market standoff provision. The investment and the collaboration do not include any development milestones, product marketing rights or royalties.

In November 2018, we entered into an extension of the strategic collaboration on similar terms and issued and sold an additional 3,237,529 shares of our common stock in a private placement at a price of \$30.27 per share for aggregate proceeds of \$98.0 million, increasing Nestlé Health Science's ownership of Aimmune to approximately 19%. The transaction documents include the extension of the registration rights, standstill rights and market standoff provisions. We are not subject to any partnership, collaboration, or negotiation restrictions under the extension agreements. In addition, we retain all rights to our current and future pipeline assets, and we and Nestlé Health Science expect to continue to collaborate towards the successful development of such assets.

The initial investment launched a two-year strategic collaboration, which was extended for an additional two years in November 2018, between us and Nestle Health Science, the terms of which enable both parties to discuss our current and future oral immunotherapy development programs through a newly established pipeline forum. Nestle Health Science will provide ongoing scientific, regulatory, and commercial expertise and advice to us through the pipeline forum. Any information disclosed in the collaboration will remain our confidential information, and any new ideas or inventions that arise that relate to our products will be our solely owned intellectual property. During the term of the collaboration, and for so long as Nestle Health Science holds not less than fourteen percent of our outstanding common stock, Nestle Health Science will be entitled to designate one nominee to serve as a director on our Board of Directors. In November 2016, Greg Behar joined our Board of Directors on behalf of Nestle Health Science. The strategic collaboration agreement contains a non-competition covenant pursuant to which Nestle Health Science has agreed not to engage in certain activities relating to OIT for the treatment of food allergies.

Policies and Procedures for Related Party Transactions

Our Board has adopted a written related person transaction policy setting forth the policies and procedures for the review and approval or ratification of related person transactions. This policy covers, with certain exceptions set forth in Item 404 of Regulation S-K under the Securities Act of 1933, as amended, any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships in which we were or are to be a participant, where the amount involved exceeds \$120,000 and a related person had or will have a direct or indirect material interest, including, without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness and employment by us of a related person. In reviewing and approving any such transactions, our Audit Committee is tasked to consider all relevant facts and circumstances, including, but not limited to, whether the transaction is on terms comparable to those that could be obtained in an arm's length transaction with an unrelated third party and the extent of the related person's interest in the transaction.

REPORT OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

The material in this report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference into any filing of Aimmune Therapeutics, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

The Compensation Committee reviewed and discussed with management the “Compensation Discussion and Analysis” included in this Proxy Statement. Based on those reviews and discussions, the Compensation Committee recommended to the Board that the “Compensation Discussion and Analysis” be included in this Proxy Statement.

Compensation Committee

Patrick G. Enright, Chair

Mark T. Iwicki

Kathryn E. Falberg

DIRECTOR COMPENSATION

We maintain a compensation policy for our non-employee directors (the “Director Compensation Program”), which was last amended by the Board in May 2018, upon recommendation by the Compensation Committee following its review of a competitive assessment prepared, and recommendations made, by Radford, our independent compensation consultant. Pursuant to the Director Compensation Program, each non-employee director receives an annual retainer of \$40,000 and a non-employee director serving as Chair of the Board receives an additional annual retainer of \$30,000. Non-employee directors who serve on one or more committees are eligible to receive the following annual committee fees:

Committee	Chair	Other Member
Audit Committee.....	\$ 20,000	\$ 10,000
Compensation Committee.....	12,000	6,000
Nominating and Corporate Governance Committee.....	8,000	4,000

Under the Director Compensation Program, each non-employee director who is elected or appointed to our Board will automatically be granted an option to purchase 12,500 shares of our common stock and 6,250 restricted stock units (“RSUs”) upon the director’s initial appointment or election to our Board, referred to as the Initial Grant. In addition, each non-employee director who is serving on our Board immediately following an annual stockholder’s meeting will automatically be granted an option to purchase 7,500 shares of our common stock and 3,750 RSUs, on the date of such annual stockholder’s meeting, referred to as the Annual Grant. The option underlying the Initial Grant will vest as to 1/36th of the shares subject to the option each month following the applicable grant date and the RSUs underlying the Initial Grant will vest as to 1/3rd of the RSUs on each anniversary of the applicable grant date, in each case, subject to continued service through the applicable vesting date. The Annual Grant will vest as to all of the shares subject to the Annual Grant on the earlier of the first anniversary of the applicable grant date or the next annual stockholders’ meeting, subject to continued service through the vesting date. All equity awards, including any Initial Grants and Annual Grants, held by our non-employee directors will vest in full immediately prior to the occurrence of a change in control. Our non-employee directors received Annual Grants pursuant to the amended Director Compensation Program at our 2018 annual meeting of stockholders.

Prior to the amendments to the Director Compensation Program approved in May 2018, the annual retainer was \$35,000, the Initial Grant was comprised of an option to purchase 30,000 shares of our common stock, and the Annual Grant was comprised of an option to purchase 17,500 shares of our common stock. Such amendments were intended to align our non-employee director cash compensation with the median of market, bring equity award values closer to the median of market, and introduce RSUs, consistent with our introduction of RSUs in our executive compensation program.

In March 2019, our Board formed the Research and Development Committee. Following a review of market practices summarized by Radford, in February 2019, the Compensation Committee approved compensation of \$4,000 per year for members of the Research and Development Committee and \$8,000 per year for the chair of the Research and Development Committee under the Director Compensation Program.

Director Compensation Table

The following table sets forth information concerning the compensation earned by our non-employee directors during the year ended December 31, 2018.

Name	Fees Earned or Paid in Cash ⁽¹⁾	Option Awards ⁽²⁾	RSU Awards	Total
Gregory Behar.....	\$ 38,041	\$ 147,479	\$ 122,963	\$ 308,483
Patrick G. Enright.....	54,041	147,479	122,963	324,483
Kathryn E. Falberg.....	64,041	147,479	122,963	334,483
Brett K. Haumann, M.D. ⁽³⁾	—	—	—	—
Mark T. Iwicki.....	48,041	147,479	122,963	318,483
Mark D. McDade.....	82,651	147,479	122,963	353,093
Stacey D. Seltzer.....	51,431	147,479	122,963	321,873

(1) The amounts reported in this column represent the aggregate dollar amount of all fees earned or paid in cash to each non-employee director in fiscal 2018 for their service as a director, including any annual retainer fees, committee and/or chair fees.

(2) The amounts reported in this column represent the grant date fair value calculated in accordance with the provisions of Accounting Standards Codification (“ASC”) Topic 718, *Compensation – Stock Compensation*. The valuation assumptions used in determining such amounts are described in Note 7 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

(3) Dr. Haumann was elected as a Class II director on October 31, 2018. Dr. Haumann has waived any right to receive compensation from us pending a change in his visa status that permits the payment of compensation for services provided in the United States.

At December 31, 2018, our non-employee directors held the following outstanding options and restricted stock units:

Name	Shares Subject to Outstanding Options (#)	Shares Subject to Outstanding Restricted Stock Units (#)
Gregory Behar	64,510	3,750
Patrick G. Enright	163,025	3,750
Kathryn E. Falberg	44,755	3,750
Mark T. Iwicki	184,544	3,750
Mark D. McDade	149,597	3,750
Stacey D. Seltzer	97,176	3,750

EXECUTIVE OFFICERS

The following is biographical information for our executive officers, including their ages as of April 1, 2019.

Name	Age	Position(s)
Jayson D.A. Dallas, M.D.	51	President, Chief Executive Officer and Director
Eric H. Bjerkholt	59	Chief Financial Officer
Daniel C. Adelman, M.D.	61	Chief Medical Officer
Andrew Oxtoby	45	Chief Commercial Officer
Mary M. Rozenman, Ph.D.	38	Senior Vice President, Corporate & Strategy Development
Douglas T. Sheehy	52	General Counsel and Secretary

Executive Officers

Dr. Dallas' biographical information is included above under "Proposal No. 1 Election of Directors."

Eric H. Bjerkholt has served as our Chief Financial Officer since April 2017. Prior to joining Aimune, he was CFO at Sunesis Pharmaceuticals, Inc., where, over 13 years with the company, his role expanded to oversee business development and multiple aspects of governance and corporate relations. Prior to Sunesis, Mr. Bjerkholt was CFO at IntraBiotics Pharmaceuticals, Inc., and LifeSpring Nutrition, Inc. He began his healthcare career at J.P. Morgan & Co. as an investment banker in New York and then launched the company's Western U.S. healthcare practice. Mr. Bjerkholt holds a Cand. Oecon. (master's) degree in economics from the University of Oslo and an MBA from Harvard Business School. He has served on the boards of directors of several publicly traded companies and is currently a member of the board of directors of Cerus Corporation.

Daniel C. Adelman, M.D. has served as our Chief Medical Officer since June 2016. From 2009 to September 2015, Dr. Adelman served as Chief Medical Officer and Senior Vice President of Development of Alvine Pharmaceuticals, Inc., a biopharmaceutical company. Additionally, Dr. Adelman was a member of the Research Advisory Board of Food Allergy Research & Education (FARE), Inc., a non-profit organization, from 2011 to June 2016. From 2003 to 2008, Dr. Adelman served as Chief Medical Officer and Senior Vice President of Development at Sunesis Pharmaceuticals, Inc., a pharmaceutical company. From 1998 to 2003, Dr. Adelman held various positions at Pharmacyclics, Inc., a pharmaceutical company, including Vice President of Clinical Operations and Biometrics. From 1994 to 1998, Dr. Adelman served as Clinical Scientist at Genentech. Dr. Adelman is also currently an Adjunct Professor of Medicine at the University of California, San Francisco, where he has taught and practiced for more than 25 years. Dr. Adelman received an A.B. degree in Biology from the University of California, Berkeley, and an M.D. from the University of California, Davis. Dr. Adelman is a co-founder of Sixal, Inc., and serves as a member of its board of directors and chair of the scientific advisory board.

Proxy

Andrew Oxtoby has served as our Chief Commercial Officer since January 2019. Prior to joining Aimmune, Mr. Oxtoby was the Vice President US Diabetes Connected Care & Insulins at Eli Lilly & Company (“Lilly”) from July 2018 to January 2019. Prior to this, Mr. Oxtoby held a number of leadership roles at Lilly in both the US and Europe, including Vice President US Diabetes Sales from March 2017 to June 2018, Vice President International Oncology from January 2015 to February 2017, Global R&D Leader for Thoracic Oncology Products from May 2012 to December 2014, and Managing Director of Lilly Netherlands from December 2009 to April 2012. Prior to joining Lilly, Mr. Oxtoby worked at Procter & Gamble from 1996 to 2000 and held positions in engineering and R&D in multiple business units. Mr. Oxtoby earned his undergraduate degree in Mechanical Engineering from Purdue University and his MBA from Harvard Business School.

Mary M. Rozenman, Ph.D. has served as our Senior Vice President, Corporate & Strategy Development since February 2016. From February 2015 to February 2016, Dr. Rozenman served as our Senior Vice President, Corporate and Commercial Development. From February 2013 to January 2015, Dr. Rozenman was Vice President at Longitude Capital Management Co., LLC, a venture investment company, where she focused on biotechnology investments in therapeutics and diagnostics. From February 2008 to January 2013, Dr. Rozenman was at McKinsey & Company, a management consulting company, where she most recently served as Associate Partner in the Healthcare and Corporate Finance practices. Dr. Rozenman previously served as an observer on the boards of directors of Allergen Research Corporation (now Aimmune Therapeutics, Inc.), Esperion Therapeutics, Inc., a biopharmaceutical company, and CardioDx, Inc., a molecular diagnostics company. Dr. Rozenman received a B.A. in Biochemistry and Russian Literature from Columbia University and a Ph.D. in Organic Chemistry and Chemical Biology from Harvard University.

Douglas T. Sheehy has served as our General Counsel and Secretary since April 2016. Prior to joining Aimmune, Mr. Sheehy served as Executive Vice President, Chief Administrative Officer, General Counsel and Secretary of Codexis, Inc., a protein engineering company that develops biocatalysts for the pharmaceutical and fine chemical industries, from February 2014 to April 2016, as Senior Vice President, General Counsel and Secretary from 2009 to February 2014 and as Vice President, General Counsel and Secretary from 2007 to 2009. Prior to Codexis, Mr. Sheehy spent five years in key legal roles at CV Therapeutics, Inc., a publicly-held biopharmaceutical company that was subsequently acquired by Gilead Sciences, Inc. in 2009. He began his legal career as a corporate attorney at Gunderson Dettmer LLP. Mr. Sheehy holds a B.A. in history from Dartmouth College and a J.D. from American University, where he was Editor-in-Chief of the American University Law Review.

COMPENSATION DISCUSSION AND ANALYSIS

General

The following Compensation Discussion and Analysis (“CD&A”) provides information on the compensation arrangements for our Named Executive Officers (our Chief Executive Officer, our former Chief Executive Officer, our Chief Financial Officer and our other three most highly compensated executive officers serving at the end of fiscal 2018, collectively our “NEOs”) and is intended to provide context for the decisions underlying the compensation paid to our NEOs in 2018. This CD&A should be read together with the compensation tables and related disclosures set forth below. Our NEOs for 2018 and their positions with the Company as of December 31, 2018 were as follows:

- Dr. Jayson D.A. Dallas, President and Chief Executive Officer;
- Dr. Stephen G. Dilly, former President and Chief Executive Officer,
- Eric H. Bjerkholt, Chief Financial Officer;
- Dr. Daniel C. Adelman, Chief Medical Officer;
- Douglas T. Sheehy, General Counsel and Secretary; and
- Susan E. Barrowcliffe, General Manager, Europe

Dr. Dallas commenced service as our President and Chief Executive Officer in June 2018 concurrent with Dr. Dilly’s planned retirement from this role. Following his retirement as our President and Chief Executive Officer, Dr. Dilly remained employed with the Company as a special adviser providing transition services, which continued employment was initially scheduled to end on December 31, 2018 but has been extended to run until December 31, 2019. Effective January 1, 2019, Ms. Barrowcliffe ceased serving as our General Manager, Europe and an executive officer, and she commenced services as our European Office Director.

Executive Summary

2018 Performance Highlights and Pay for Performance. Our executive compensation programs are designed to deliver pay in accordance with corporate and individual performance, rewarding superior performance and providing consequences for underperformance. We believe that compensation of our NEOs for fiscal year 2018 was aligned with the Company’s performance during 2018. Highlights of that performance include, but are not limited to:

- In February 2018, we announced positive data from our Phase 3 efficacy trial of AR101 in the United States, Canada and Europe, which we refer to as the PALISADE (Peanut Allergy Oral Immunotherapy Study of AR101 for Desensitization in Children and Adults) trial.
- In November 2018, we announced positive topline results for the real-world experience safety trial of AR101 in the United States and Canada in patients ages 4-17, which we refer to as the RAMSES (Real-World AR101 Market-Supporting Experience Study in Peanut Allergic Children Ages 4-17 Years) trial.
- In December 2018, we filed a Biologics License Application, or BLA, for AR101 with the FDA. The FDA accepted the BLA for filing in March 2019.
- In February 2018, we completed enrollment of 175 patients in our European Phase 3 efficacy trial, of AR101, which we refer to as the ARTEMIS (AR101 Trial in Europe Measuring oral Immunotherapy Success) trial.
- In February and March 2018, we issued and sold an aggregate of 6,325,000 shares of our common stock in an underwritten public offering at a price to the public of \$32.00 per share, including the closing of the full exercise of the underwriters’ option to purchase an additional 825,000 shares of common stock. In addition, in November 2018, we sold an additional 3,237,529 shares of our common stock to Nestlé Health Science at a price of \$30.27 per share, for aggregate proceeds of \$98.0 million.
- In January 2019, we entered into an agreement with an affiliate of KKR to loan us up to \$170.0 million in three tranches.

In order to align pay with performance, a significant portion of our NEOs' compensation is delivered in the form of equity awards and annual cash incentives, each of which depends on our actual performance. For fiscal year 2018, 91% of the total target compensation for our NEOs (other than Dr. Dilly) was in the form of stock options and annual cash incentives.

2018 Compensation Highlights. Consistent with our compensation philosophy, key compensation decisions for 2018 included the following:

- *Base Salaries and Target Annual Cash Incentive Opportunities.* The 2018 base salaries for our NEOs (other than Dr. Dallas) were increased between 3.5% and 4%, consistent with the overall budgeted increase for our executives. The 2018 target bonuses for each of our NEOs (other than Dr. Dallas) eligible for a 2018 bonus (which excludes Dr. Dilly) remained at their 2017 levels. Dr. Dallas' base salary and target bonus were established by our Compensation Committee in connection with his hiring following its review of a compensation study and recommendations by Radford.
- *Annual Cash Incentives.* For 2018, our Compensation Committee selected 14 primary performance goals for our performance-based annual bonus program that were intended to promote our business plan and short-term goals, including with respect to AR101, cash and financing, commercial launch readiness and pipeline progress, as well as two strategic "kicker" goals that could result in achievement over any primary goals. Our NEOs' annual bonus payouts were the result of our 105% achievement of the corporate goals as well as each NEOs' individual performance in 2018. Dr. Dilly was not eligible to receive an annual bonus for 2018 due to his planned retirement in 2018.
- *Equity-Based Long-Term Incentives.* In 2018, we began granting RSUs in addition to stock options as part of our NEOs' annual equity awards. In 2018, we granted 85% of the target direct compensation of our NEOs (other than Dr. Dilly) as equity-based compensation in the form of stock options and RSUs. We believe that stock options and RSUs effectively align the interests of our executives with those of our stockholders by directly linking compensation to the value of our common stock. Stock options require an increase in stockholder value in order for our NEOs to realize any value, and RSUs provide additional retentive value. Dr. Dilly was not eligible to receive any equity awards during 2018 due to his planned retirement in 2018.

Compensation Governance and Best Practices. We are committed to having strong governance standards with respect to our compensation programs, procedures and practices. Our key compensation practices include the following:

- *Pay for performance.* A significant portion of executive compensation is "at risk" based on corporate performance, and additionally is equity-based, in order to align the interests of our executive officers with stockholders.
- *Strong link between performance measures and strategic objectives.* Performance measures for incentive compensation are linked to operating priorities designed to create long-term stockholder value.
- *Independent compensation consultant.* The Compensation Committee retains Radford, an independent compensation consultant, to review, and make recommendations regarding, our executive compensation program and practices.
- *No guaranteed annual salary increases or bonuses.* Our NEOs' salary increases are based on individual evaluations and their annual cash incentives are tied to corporate performance.
- *No tax gross-ups.* We do not provide any tax gross-ups to our NEOs.
- *Limited perquisites.* We do not provide any perquisites or personal benefits to our NEOs, other than in limited circumstances.
- *No hedging or pledging.* We prohibit our employees and directors from hedging or pledging any Company securities.

Executive Compensation Objectives and Philosophy

The key objective in our executive compensation program is to attract, motivate and reward leaders with the skills and experience necessary to successfully execute on our strategic plan to maximize stockholder value. Our executive compensation program is designed to:

- attract and retain talented and experienced executives in a competitive and dynamic market;
- motivate our NEOs to help the Company achieve the best possible financial and operational results;
- provide reward opportunities consistent with our performance on both a short-term and long-term basis; and
- align the long-term interests of our NEOs with those of our stockholders.

We strive to set our overall total compensation at a competitive level. Executives may be compensated above or below the targeted market position based on factors such as experience, performance, scope of position and the competitive demand for proven executive talent, as described further below under "*Determination of Executive Compensation.*"

Determination of Executive Compensation

Our Compensation Committee is responsible for establishing and overseeing our executive compensation programs and annually reviews and determines the compensation to be provided to our NEOs. In setting executive compensation, the Compensation Committee considers a number of factors, including the recommendations of our Chief Executive Officer (other than with respect to himself), current and past total compensation, competitive market data and analysis provided by the Compensation Committee’s independent compensation consultant, Company performance and each executive’s impact on performance, each executive’s relative scope of responsibility and potential, each executive’s individual performance and demonstrated leadership and internal equity pay considerations. Our Chief Executive Officer’s recommendations are based on his evaluation of each other NEO’s individual performance and contributions. Our Compensation Committee makes decisions regarding our Chief Executive Officer’s compensation with input from the full Board of Directors.

Competitive Market Data and Independent Compensation Consultant

In order to design a competitive executive compensation program that will continue to attract top executive talent, our Compensation Committee engages an independent compensation consultant to provide a competitive review of executive compensation, including base salary, annual incentives and equity compensation as compared with market data. Our Compensation Committee has retained Radford to provide these services.

In consultation with Radford, in July 2017, our Compensation Committee selected our peer group based on the following general criteria: (i) U.S.-based biotechnology companies, with an emphasis on recently public companies and in biotech “hub” markets; (ii) pre-commercial companies, with similar disease focus where possible; (iii) market capitalization between \$300 million and \$2.5 billion; and (iv) companies with between 50 and 300 full time employees. This peer group (the “2017 Peer Group”) was comprised of the following companies:

- Acceleron Pharma
- Achaogen
- Adamas Pharmaceuticals
- Aduro BioTech
- Aerie Pharmaceuticals
- Akebia Therapeutics
- Agios Pharmaceuticals
- Atara Biotherapeutics
- ChemoCentryx
- Concert Pharmaceuticals
- Dermira
- Enanta Pharmaceuticals
- Epizyme
- FibroGen
- Five Prime Therapeutics
- Flexion Therapeutics
- Global Blood Therapeutics
- Otonomy
- Portola Pharmaceuticals
- Prothena
- Revance Therapeutics
- Sage Therapeutics
- Sangamo Therapeutics
- Versartis
- Xencor

As of July 2017, as compared to the 2017 Peer Group, we were at the 57th percentile for 30 day average market capitalization and the 8th percentile for headcount. For fiscal 2018, the Compensation Committee used Radford’s analysis of the 2017 Peer Group to consider the positioning of base salaries, target bonuses and equity award grants. For 2018, our Compensation Committee generally targeted the 50th percentile of market for our NEOs’ target cash compensation and, based on Company performance, between the 50th and 75th percentile of market for our NEOs’ equity compensation, though it took into account other factors as described above under “*Determination of Executive Compensation.*”

In September 2018, following consultation with Radford, our Compensation Committee approved a new peer group (the “2018 Peer Group”) using the same general criteria as used to determine the 2017 Peer Group, except that the market capitalization criterion was modified to a range of \$500 million to \$4.5 billion, and the full-time employee headcount criterion was modified to a range of 40 to 400 employees. The 2018 Peer Group consisted of the following:

- Acceleron Pharma
- Adamas Pharmaceuticals
- Aerie Pharmaceuticals
- Agios Pharmaceuticals
- Akebia Therapeutics
- Atara Biotherapeutics
- ChemoCentryx
- Dynavax Technologies
- Enanta Pharmaceuticals
- Epizyme
- FibroGen
- Five Prime Therapeutics
- Flexion Therapeutics
- Global Blood Therapeutics
- Karyopharm
- MyoKardia
- Portola Pharmaceuticals
- Revance Therapeutics
- Sangamo Therapeutics
- Spark Therapeutics
- Ultragenyx Pharmaceuticals
- Xencor

As of August 2018, as compared to the 2018 Peer Group, we were at the 47th percentile for 30 day average market capitalization and the 24th percentile for headcount. In October 2018, our Compensation Committee reviewed Radford’s analysis of our 2018 executive compensation program with respect to the most recently filed proxy information for the 2018 Peer Group and the Radford

2018 Life Sciences Industry Survey, which included a select cut of our peer companies and public U.S. pre-commercial bio/pharma companies with headcount between 40 and 400, market capitalization between \$500 million and \$4.5 billion, and revenues under \$50 million. Our Compensation Committee was not aware of the constituent companies in the broader survey data. Radford’s analysis did not include Dr. Dilly, who had retired from his position as our Chief Executive Officer, or Ms. Barrowcliffe, as she is not based in the U.S. Based on this analysis and consistent with our compensation approach for 2018, Dr. Dallas’ target cash compensation was at the 25th percentile of market, and our other NEOs’ target cash compensation (excluding Ms. Barrowcliffe) was between the 25th and 50th percentiles of market. In addition, our NEOs’ annual equity grant values (excluding Dr. Dilly, Ms. Barrowcliffe and Dr. Dallas, who had a new-hire grant), were between the 50th and >75th percentiles of market.

Our Compensation Committee generally uses the peer group to help structure a competitive executive compensation program, position executive compensation by considering market data, and make individual compensation decisions based on comparable positions at companies with which we compete for talent. While the Compensation Committee does not establish compensation levels solely based on a review of competitive data, it believes such data is a useful tool in its deliberations as our compensation policies and practices must be competitive in the marketplace for us to be able to attract, motivate and retain qualified executive officers.

Components of Compensation

The primary elements of our NEOs’ compensation and the main objectives of each are:

- *Base Salary.* Base salary attracts and retains talented executives, recognizes individual roles and responsibilities and provides stable income.
- *Annual Performance-Based Incentive Compensation.* Annual performance bonuses promote short-term performance objectives and reward executives for their contributions toward achieving those objectives.
- *Equity-Based Long-Term Incentive Compensation.* Equity compensation, provided in the form of stock options and restricted stock units, aligns executives’ interests with our stockholders’ interests, emphasizes long-term financial and operational performance, and helps retain executive talent.

In addition, our NEOs are eligible to participate in our health and welfare programs and our 401(k) plan on the same basis as our other employees. We are also party to employment agreements that provide for severance and change in control benefits, which aid in attracting and retaining executive talent and help executives to remain focused and dedicated during potential transition periods due to a change in control. Each of these elements of compensation for 2018 is described further below.

Base Salary

Base salaries provide our NEOs with a reasonable degree of financial certainty and stability. Our Compensation Committee annually reviews and determines the base salaries of our executives and evaluates the base salaries of new hires at the time of hire. In February 2018, our Compensation Committee approved salary increases for our then-serving NEOs in a range of 3.5% to 4.0%, consistent with the budgeted base salary increase for all of our executives. The base salary for Dr. Dallas was set by the Compensation Committee at the time of his hire in June 2018 following the review of a compensation study by Radford summarizing his compensation arrangement with his prior employer and the compensation levels paid by the 2017 Peer Group. Following such determinations, our NEOs’ 2018 base salaries were as set forth below:

Name	2017 Annualized Base Salary	2018 Annualized Base Salary
Dr. Jayson D.A. Dallas	—	\$ 535,000
Dr. Stephen G. Dilly ⁽¹⁾	500,000	517,500
Eric H. Bjerkholt	400,000	414,000
Dr. Daniel C. Adelman	414,000	430,600
Douglas T. Sheehy	362,300	374,980
Susan E. Barrowcliffe ⁽²⁾	294,525	304,853

(1) In connection with Dr. Dilly’s planned retirement from his position as our President and Chief Executive Officer in 2018, we entered into a Transition and Separation Agreement with him, which provided for his continued employment as a special advisor following Dr. Dallas’ appointment as our President and Chief Executive Officer. In exchange for such services, his base salary was set at a rate of \$2,500 per week. See “Employment and Severance Arrangements” for additional details on Dr. Dilly’s transition and separation arrangement.

(2) Ms. Barrowcliffe’s annual base salary is paid in pound sterling. Salary amounts for all years presented were converted from pounds sterling to U.S. dollars based on the spot exchange rate as of December 31, 2018 of 1 GBP to 1.275 USD.

Annual Performance-Based Incentive Compensation

We have adopted the Aimmune Therapeutics Company Bonus Plan pursuant to which we establish annual performance-based bonus programs in order to motivate our executives to meet or exceed company-wide short-term performance objectives. Our annual bonus program provides for the payment of cash bonuses based on each NEOs' target annual bonus and our achievement of corporate performance objectives and each NEO's individual performance in a given year.

In February 2018, our Compensation Committee determined not to increase the target bonus of each of our then-serving NEOs, which for each of our NEOs (other than our Chief Executive Officer) was 40% of base salary. Dr. Dilly was not eligible to receive an annual bonus in respect of 2018 performance in light of his planned retirement during 2018. The target bonus for Dr. Dallas was set by the Compensation Committee at 60% of his annual base salary at the time of his hire in June 2018 following the review of a compensation study prepared, and recommendations made, by Radford. In accordance with his negotiated terms of employment, Dr. Dallas' annual bonus was not subject to proration for 2018.

For fiscal year 2018, our Compensation Committee approved 14 primary performance goals under our annual bonus program relating to the following areas: (i) a biologics license application ("BLA") for AR101; (ii) cash and financing; (iii) commercial launch readiness; and (iv) pipeline progress. Our 2018 annual bonus program also included two strategic "kicker" goals, which could result in an aggregate overachievement of 20% at target achievement for such kicker goals. The AR101 BLA goals included achieving necessary steps to submit a BLA by pre-established target deadlines. The cash and financing goals included management of 2018 cash spend in accordance with our forecast and ending 2018 with a certain number of months of funding. The commercial launch readiness goals included obtaining Board approval of a draft U.S. integrated launch plan, putting quality systems in place for launch, and establishing a commercial compliance structure and plan. The pipeline progress goals included filing of an investigational new drug application for an egg allergy candidate and Active Pharmaceutical Ingredient, or API, stability for our walnut allergy program. The kicker goals related to the AR101 BLA certain corporate development activities. Given that some of our non-financial goals are related to our business strategy and are highly confidential, we do not publicly disclose them at all or in full detail. We believe their disclosure would provide our competitors, customers and other third parties with significant insights regarding our confidential business strategies that could cause us substantial competitive harm. These goals were set by our Compensation Committee at a level our Compensation Committee determined would require substantial effort to be achieved, such that the goals would not be expected to be achieved with average or below average performance.

For fiscal year 2018, our Compensation Committee allocated specific weightings to each performance goal. For most of the goals, the Compensation Committee established only a target level, corresponding to percentage achievement at 100%. However, for certain of the goals, the Committee also established threshold and stretch goals, corresponding to percentage achievement of 75% and 125%, respectively. The maximum attainable percentage achievement of our primary goals was 116%, and the maximum attainable percentage achievement of both our primary goals and kicker goals was 138%. Our corporate goals, their applicable weightings and actual achievement for 2018 are set forth in the table below:

Performance Area	Weight	Weighted Achievement
BLA for AR101 (7 sub goals).....	50%	53.0%
Cash and Financing (2 sub goals)	10%	12.5%
Commercial Launch Readiness (5 sub goals)	30%	30.0%
Pipeline Progress (2 sub goals)	10%	10.0%
Total (primary goals)	100%	105.5%
"Kicker" (2 sub goals).....	20%	0.0%
Total	120%	105.5%

Corporate goals and performance targets are reviewed and approved by the Compensation Committee, which gives its recommendations to the Board prior to any allocation of the bonus. In February 2019, the Compensation Committee reviewed our 2018 company-wide performance with respect to determining bonuses to executive officers and determined a company-wide achievement of 105%.

Individual bonus payouts were determined 80% based on our company-wide achievement, and 20% based on our Compensation Committee's assessment of the NEO's individual performance except for the Chief Executive Officer, whose bonus payout was determined 100% based on our company-wide achievement. The Compensation Committee did not establish specific individual goals for our NEOs, but rather evaluated each in a holistic manner based on his or her area of responsibility and contributions to the Company, taking into account the recommendations of our Chief Executive Officer with respect to each NEO other than himself. Based on this evaluation, our Compensation Committee determined that each of our NEOs had achieved individual performance of 100%. The dollar amount of our other NEOs' 2018 performance bonuses are set forth in the column entitled "Non-Equity Incentive Plan Compensation" in the "2018 Summary Compensation Table" below.

Equity-Based Long-Term Incentive Awards

Our Compensation Committee believes it is essential to provide equity-based compensation to our executive officers in order to link the interests and risks of our executive officers with those of our stockholders, reinforcing our commitment to ensuring a strong linkage between company performance and pay. Historically, we have granted equity-based compensation to our NEOs under our 2015 Equity Incentive Award Plan in the form of stock options. For 2018, we introduced RSUs to our NEOs' annual equity awards, which we believe provide additional retention value and like, stock options, align the interests of our executives with those of our stockholders.

In March 2018, we made the following grants of stock options and RSUs to our then-current NEOs:

Name	Number of Shares Underlying Stock Options	Number of Shares Underlying Restricted Stock Units
Dr. Stephen G. Dilly ⁽¹⁾	—	—
Eric H. Bjerkholt	56,250	9,375
Dr. Daniel C. Adelman	56,250	9,375
Douglas T. Sheehy	75,000	32,500
Susan E. Barrowcliffe	56,250	9,375

(1) Dr. Dilly was not granted an annual equity award as his retirement from his position as President and Chief Executive Officer was contemplated at the time of the annual grants.

The stock option awards vest as to 1/48th of the shares subject to the option on each monthly anniversary of March 1, 2018, subject to continued service through the applicable vesting date. The RSU awards vest as to 1/4th of the RSUs on each anniversary of March 1, 2018, subject to continued service through the applicable vesting date.

Consistent with our compensation philosophy for 2018, these equity award grants were approved following consideration of the 50th to 75th percentile of market, internal pay equity among executive officers with similar levels of responsibility, and retention value.

In connection with Dr. Dallas' commencement of employment with us, in June 2018, we granted him a new hire award of options and RSUs. Dr. Dallas' new hire stock option grant covered 350,000 shares of the Company's common stock and vests as to 25% of the shares on June 19, 2019 and as to 1/48th of the shares on each monthly anniversary thereafter, subject to continued service through the applicable vesting date. His new hire RSU grant covered 60,000 shares and vests as to 1/4th of the RSUs on each anniversary of June 19, 2018, subject to continued service through the applicable vesting date. Dr. Dallas' new hire equity grants are subject to accelerated vesting in the event of his death or disability as well as other qualifying terminations, as described under "Potential Payments Upon Termination or Change in Control" below.

Retirement Savings, Health and Welfare Benefits

Our NEOs participate in our company-sponsored benefit programs on generally the same basis as other salaried employees, including a standard complement of health and welfare benefit plans and a 401(k) plan, which is intended to qualify under Section 401(k) of the Code, such that a portion of their eligible compensation may be deferred on a pre-tax basis. Under the 401(k) plan, employees may elect to reduce their current compensation by up to the statutorily prescribed annual limit and to have the amount of such reduction contributed to the 401(k) plan. Effective January 1, 2018, the Company matched contributions up to an annual maximum of \$2,000 with immediate vesting.

Perquisites and Other Personal Benefits

We do not view perquisites or other personal benefits as a significant component of our executive compensation program. We currently provide perquisites or other personal benefits to our NEOs in limited circumstances, including the reimbursement of club membership dues, where we believe it is appropriate to assist an individual executive officer in the performance of his or her duties, to make our executive officers more efficient and effective or for recruitment, motivation, or retention purposes. All current and future practices with respect to perquisites or other personal benefits have been and will be approved by the Compensation Committee.

Employment and Severance Arrangements

We have entered into employment agreements with each of our NEOs, which set forth the terms and conditions of employment of each named executive officer, including base salary, target bonus, initial equity award grants, and standard employee benefit plan participation. The agreements also include certain change and control severance provisions, which our Compensation Committee believes are necessary to attract and retain executive talent and are a customary component of executive compensation. In particular, such provisions can serve to mitigate a potential disincentive for them when they are evaluating a potential acquisition of the Company and can encourage retention through the conclusion of the transaction. The change in control and severance payments and

benefits provided under our executive employment agreements are designed to provide our NEOs with treatment that is competitive with market practices. A description of these provisions, as well as information on the estimated payments and benefits that our NEOs would have been eligible to receive as of December 31, 2018, are set forth under “*Potential Payments Upon Termination or Change in Control*” below.

Employment Agreement with Dr. Dallas

In connection with the appointment of Dr. Dallas as our President and Chief Executive Officer effective June 19, 2018, we entered into an employment agreement with him, which provides for an initial annual base salary of \$535,000 and an annual target bonus of 60% of annual base salary, not subject to proration for 2018. Pursuant to the employment agreement, Dr. Dallas also received a new hire equity award, comprised of (i) an option to purchase 350,000 shares of Company common stock and (ii) 60,000 RSUs. The option vests as to 25% of the total number shares subject to the option on June 19, 2019 and as to 1/48th of the total number of shares subject to the option on each monthly anniversary thereafter, subject to his continued service through the applicable vesting date. The RSUs vest in equal installments on each of the first four anniversaries of June 19, 2018, subject to his continued service through each applicable vesting date. Dr. Dallas’ new hire option and RSUs are subject to certain accelerated vesting in the event of his death or disability, as described in more detail, along with the other change in control and severance payments and benefits provided in his employment agreement, under “*Potential Payments Upon Termination or Change in Control*” below.

Transition and Separation Agreement with Dr. Dilly

In November 2017, Dr. Dilly announced his intention to retire as the Company’s President and Chief Executive Officer by the end of 2018. In connection with his planned retirement, in November 2017, the Company entered into a Transition and Separation Agreement with Dr. Dilly, pursuant to which Dr. Dilly continued to be employed by the Company through December 31, 2018. Pursuant to the agreement, Dr. Dilly continued to serve as our President and Chief Executive Officer and a member of the Board until June 19, 2018, when Dr. Dallas was appointed our President and Chief Executive Officer and member of the Board. From June 19, 2018 to December 31, 2018, Dr. Dilly continued to be employed by the Company as a special advisor, providing transition services for four days per week. In exchange for his services, he was paid a base salary at the rate of \$2,500 per week, continued to participate in Company employee benefit plans in accordance with their terms (other than accrue vacation) and continued to vest into outstanding equity awards. If, during this period, the Board or Dr. Dallas requested that Dr. Dilly provide more than four days of services during any calendar week, then Dr. Dilly was entitled to receive a \$2,500 per diem bonus. Dr. Dilly provided a release of claims in connection with the execution of the Transition and Separation Agreement.

On December 27, 2018, the Company entered into a letter agreement with Dr. Dilly that extended his employment as special advisor to the Company to December 31, 2019. Under the letter agreement, Dr. Dilly is scheduled to work not less than 2 ½ days per week, is paid at a rate of \$12,000 per year, and is no longer eligible for additional per diem compensation. Dr. Dilly’s outstanding equity awards continue to vest during his term of employment. Under the Transition and Separation Agreement, as amended by the letter agreement, Dr. Dilly’s employment with the Company may be terminated prior to December 31, 2019 by the Company for cause or by Dr. Dilly for any reason, and in the event Dr. Dilly ceases to be eligible to participate in the Company’s health plans prior to his termination on or before December 31, 2019, the Company will directly pay or reimburse Dr. Dilly for COBRA premiums until his termination.

Pursuant to the Transition and Separation Agreement, as amended by the letter agreement, subject to Dr. Dilly’s continued employment through December 31, 2019, in exchange for providing a general release of claims that becomes effective after his termination date and continued compliance with the Employee Proprietary Information and Inventions Agreement entered into between Dr. Dilly and the Company, Dr. Dilly will receive: (i) continued payments of his base salary for 12 months following his termination date; (ii) accelerated vesting of his outstanding equity awards in respect of the number of shares that would have vested had he continued to provide services for the six-month period following his termination date; (iii) extended exercisability of the vested portion of his options (after giving effect to the foregoing acceleration) for the 12-month period beginning on his termination Date; and (iv) payment or reimbursement of COBRA premiums for Dr. Dilly and his covered dependents for up to 12 months following his termination date.

In addition, subject to Dr. Dilly’s continued employment through December 31, 2019, in the event of his termination during the period commencing three months before and ending 12 months after a change in control of the Company, in exchange for providing a general release of claims that becomes effective after his termination date and continued compliance with the Employee Proprietary Information and Inventions Agreement entered into between Dr. Dilly and the Company, Dr. Dilly will receive: (i) continued payments of his base salary for 18 months following his termination date; (ii) full accelerated vesting of his outstanding equity awards; (iii) extended exercisability of the vested portion of his options (after giving effect to the foregoing acceleration) for the 12-month period beginning on his termination Date; and (iv) payment or reimbursement of COBRA premiums for Dr. Dilly and his covered dependents for up to 18 months following his termination date.

Letter Amendment with Ms. Barrowcliffe

On December 20, 2018, we entered a letter agreement with Ms. Barrowcliffe modifying the terms of her employment with us, effective January 1, 2019. Pursuant to the letter agreement, Ms. Barrowcliffe reduced her responsibilities and became primarily focused on acting as the administrative head of the London office and facilitating the transition to new leadership in Europe. Accordingly, her title became European Office Director, her weekly working hours were reduced to 40% of full-time equivalent, her base salary was reduced to £80,000 (or \$102,000 based on the December 31, 2018 spot exchange rate of 1 GBP to \$ 1.275 USD), her annual target bonus was reduced to 25% for 2019 and subsequent years and her annual leave entitlement was proportionately reduced. Under the letter agreement, either we or Ms. Barrowcliffe can terminate her employment with one month prior notice. In addition, under the letter agreement, Ms. Barrowcliffe is no longer entitled to severance upon a termination without “cause” or a resignation with “good reason” other than in connection with a change in control.

Other Policies and Considerations

Derivatives Trading, Hedging, and Pledging Policies

Our Insider Trading Policy provides that no employee, officer, or director may acquire, sell, or trade in any interest or position relating to the future price of Company securities, such as a put option, a call option or a short sale (including a short sale “against the box”), or engage in hedging transactions (including “cashless collars”). In addition, our Insider Trading Policy provides that no employee, officer, or director may pledge Company securities as collateral to secure loans. This prohibition means, among other things, that these individuals may not hold Company securities in a “margin” account, which would allow the individual to borrow against their holdings to buy securities.

Deductibility of Compensation

Section 162(m) of the Internal Revenue Code disallows a tax deduction for any publicly held corporation for individual compensation exceeding \$1 million in any taxable year for certain “covered employees.” Prior to the Tax Cuts and Jobs Act of 2017, covered employees included our Chief Executive Officer and each of the next three highest compensated officers serving at the end of the preceding taxable year other than our Chief Financial Officer, and compensation that qualified as “performance-based” under Section 162(m) was exempt from this \$1 million limitation. As part of the Tax Cuts and Jobs Act of 2017, the ability to rely on this “qualified performance-based compensation” exception was eliminated, and the limitation on deductibility was generally expanded to include all named executive officers. While our Board and Compensation Committee may take the deductibility of compensation into account when making compensation decisions, we believe that maintaining the discretion to provide compensation that is non-deductible allows us to provide compensation tailored to the needs of our Company and our named executive officers and is an important part of our responsibilities and benefits our stockholders.

Nonqualified Deferred Compensation

The Compensation Committee takes into account whether components of the compensation for our executive officers will be adversely impacted by the penalty tax imposed by Section 409A of the Code and aims to structure these components to be compliant with or exempt from Section 409A to avoid such potential adverse tax consequences.

“Golden Parachute” Payments

Sections 280G and 4999 of the Code provide that certain executive officers and other service providers who are highly compensated or hold significant equity interests may be subject to an excise tax if they receive payments or benefits in connection with a change in control of the company that exceeds certain prescribed limits, and that we, or a successor, may forfeit a deduction on the amounts subject to this additional tax. We are not obligated to provide any NEO with a “gross-up” or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Sections 280G or 4999.

Accounting for Share-Based Compensation

We follow ASC Topic 718 for our share-based compensation awards. ASC Topic 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options, based on the grant date “fair value” of these awards. This calculation is performed for accounting purposes and reported in the compensation tables below, even though our executive officers may never realize any value from their awards. ASC Topic 718 also requires companies to recognize the compensation cost of their share-based compensation awards in their income statements over the period that an executive officer is required to render service in exchange for the option or other award.

EXECUTIVE COMPENSATION TABLES

2018 Summary Compensation Table

The following table sets forth total compensation earned by our NEOs for the fiscal years presented.

Name and Principal Position	Year	Salary	Bonus	Stock	Option	Non-Equity	All Other	Total (\$)
		(\$)	(\$)	Awards	Awards	Incentive Plan Compensation	Compensation	
		(\$)	(\$)	(\$) ⁽¹⁾	(\$) ⁽¹⁾	(\$) ⁽²⁾	(\$) ⁽³⁾	
Dr. Jayson D.A. Dallas ⁽⁴⁾ <i>Chief Executive Officer</i>	2018	287,562	—	1,840,800	6,781,145	337,000	(4)	9,246,507
Dr. Stephen G. Dilly..... <i>Former Chief Executive Officer</i>	2018	308,928	—	—	1,739,056	—	—	2,047,984
	2017	490,000	—	—	6,325,029	291,060	—	7,106,089
	2016	440,000	—	—	2,675,832	220,000	—	3,335,832
Eric H. Bjerkholt <i>Chief Financial Officer</i>	2018	411,667	—	319,406	1,200,251	175,500	2,000	2,108,824
	2017	268,333	56,800	—	3,417,012	116,000	—	3,858,145
Dr. Daniel C. Adelman..... <i>Chief Medical Officer</i>	2018	427,333	—	319,406	1,200,251	182,600	2,000	2,131,590
	2017	411,667	—	—	1,158,858	177,800	—	1,748,325
	2016	216,667	—	—	1,881,050	76,400	—	2,174,117
Douglas T. Sheehy <i>General Counsel and Secretary</i>	2018	372,883	—	1,107,275	1,600,335	165,000	2,000	3,247,493
	2017	360,250	58,000	—	1,158,858	155,600	—	1,732,708
Susan E. Barrowcliffe ⁽⁵⁾ <i>General Manager, Europe</i>	2018	303,131	—	319,406	1,200,251	131,708	—	1,954,496

- (1) For the stock and option awards columns, amounts shown represent the grant date fair value of the awards granted as calculated in accordance with ASC Topic 718. See Note 7 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2018 for the assumptions used in calculating this amount. Amounts for 2018 for Dr. Dilly include the incremental fair value of stock options modified pursuant to the amendment of the transition and separation agreements entered into with Dr. Dilly in the amounts of \$1,739,056.
- (2) The amounts reported in the Non-Equity Incentive Plan Compensation column represent the annual performance-based cash bonuses earned by our NEOs based on the achievement of certain company performance objectives and individual performance. For 2018, these amounts were paid to the NEOs in February 2019. See the descriptions of the annual performance bonuses paid to our NEOs under “Annual Performance-Based Incentive Compensation” above.
- (3) Amounts represent Company contributions under our 401(k) plan.
- (4) Dr. Dallas commenced employment with us on June 11, 2018.
- (5) Cash amounts for Ms. Barrowcliffe are paid in pounds sterling. These amounts were converted from pounds sterling to U.S. dollars based on the December 31, 2018 spot exchange rate of 1 GBP to 1.275 USD.

Proxy

2018 Grants of Plan-Based Awards

The following table summarizes information about the non-equity incentive plan compensation and equity-based awards granted to our NEOs in 2018. Dr. Dilly was not eligible to receive non-equity incentive plan compensation for 2018 and did not receive any equity-based awards during 2018 due to his planned retirement during 2018.

Name	Grant Date ⁽²⁾	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾			All Other Stock Awards: (# of Shares of Stock or Units)	All Other Option Awards: (# of Securities Underlying Options)	Exercise or Base Price of Option Awards (\$/Share)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽³⁾
		Threshold (\$)	Target (\$)	Maximum (\$)				
Dr. Jayson D.A. Dallas.....	6/19/2018	240,750	321,000	401,250	60,000	30.68	1,840,800	
	6/19/2018					350,000	6,781,145	
Dr. Stephen G. Dilly.....	12/27/2018					295,942	31,539	
	12/27/2018					240,000	819,855	
	12/27/2018					200,000	887,662	
Eric H. Bjerkholt.....	3/2/2018	124,200	165,600	207,000	9,375	34.07	319,406	
	3/2/2018					56,250	1,200,251	
Dr. Daniel C. Adelman	3/2/2018	129,180	172,240	215,300	9,375	34.07	319,406	
	3/2/2018					56,250	1,200,251	
Douglas T. Sheehy	3/2/2018	112,500	150,000	187,500	32,500	34.07	1,107,275	
	3/2/2018					75,000	1,600,335	
Susan E. Barrowcliffè	3/2/2018	91,456	121,941	152,426	9,375	34.07	319,406	
	3/2/2018					56,250	1,200,251	

(1) Amounts shown in these columns represent each NEOs' threshold, target and maximum amounts under our non-equity incentive plan compensation, assuming 75%, 100% and 125% achievement percentages, respectively, for our corporate goals where applicable, and 100% achievement percentage with respect to each NEO's individual performance.

(2) The vesting of the options and RSUs is described below in the footnotes to the Outstanding Equity Awards at 2018 Fiscal Year End.

(3) Amounts shown represents the grant date fair value of awards granted or, solely in respect of Dr. Dilly, incremental fair value of stock options modified during 2018 in connection with the extension of Dr. Dilly's continued employment as special advisor, in each case, as calculated in accordance with ASC Topic 718. See Note 7 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2018 for the assumptions used in calculating this amount.

Outstanding Equity Awards at 2018 Fiscal Year End

The following table lists all outstanding equity awards held by our NEOs as of December 31, 2018.

Name	Vesting Commencement Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested(\$) ⁽¹⁾
Dr. Jayson D.A. Dallas	6/19/2018 ⁽²⁾	—	350,000	\$ 30.68	6/19/2028		
	6/19/2018 ⁽³⁾	—				60,000	1,435,200
Dr. Stephen G. Dilly	5/13/2015 ⁽⁴⁾	295,942	—	3.02	5/13/2025		
	2/26/2016 ⁽⁴⁾	170,000	70,000	16.93	5/26/2026		
	2/24/2017 ⁽⁴⁾	110,000	130,000	19.63	2/24/2027		
Eric H. Bjerkholt	4/28/2017 ⁽²⁾	112,500	157,500	19.44	4/28/2027		
	3/1/2018 ⁽⁴⁾	10,546	45,704	34.07	3/2/2018		
	3/1/2018 ⁽³⁾					9,375	224,250
Dr. Daniel C. Adelman.....	6/24/2016 ⁽²⁾	96,250	93,750	11.45	6/24/2026		
	2/24/2017 ⁽⁴⁾	41,250	48,750	19.63	2/24/2027		
	3/1/2018 ⁽⁴⁾	10,546	45,704	34.07	3/2/2018		
	3/1/2018 ⁽³⁾					9,375	224,250
Douglas T. Sheehy.....	4/4/2016 ⁽²⁾	26,982	36,667	12.95	4/4/2026		
	2/24/2017 ⁽⁴⁾	18,750	48,750	19.63	2/24/2027		
	3/1/2018 ⁽⁴⁾	14,062	60,938	34.07	3/2/2028		
	3/1/2018 ⁽³⁾					32,500	777,400
Susan E. Barrowcliffe....	5/1/2015 ⁽²⁾	53,400	—	3.02	5/13/2025		
	2/26/2016 ⁽⁴⁾	56,666	23,334	16.93	2/26/2026		
	2/24/2017 ⁽⁴⁾	41,250	48,750	19.63	2/24/2027		
	3/1/2018 ⁽⁴⁾	10,546	45,704	34.07	3/2/2028		
	3/1/2018 ⁽³⁾					9,375	224,250

(1) Based on the closing price of our common stock on December 31, 2018 of \$23.92.

(2) Represents stock options which vest as to 25% of the total number of shares subject to the option on the first anniversary of the vesting commencement date and with respect to 1/48th of the total number of shares subject to the option on each monthly anniversary thereafter, subject to the applicable holder's continued service through the applicable vesting date.

(3) Represents RSUs which vest with respect to 1/4th of the RSUs on each anniversary of the vesting commencement date, subject to the applicable holder's continued service through the applicable vesting date.

(4) Represents stock options which vest with respect to 1/48th of the total number of shares subject to the option on each monthly anniversary of the vesting commencement date, subject to the applicable holder's continued service through the applicable vesting date.

2018 Option Exercises and Stock Vested

The following table summarizes the stock options exercised and stock awards vested during the year ended December 31, 2018, and the value realized upon exercise or vesting by our NEOs.

Name	Options Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized Upon Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized Upon Vesting (\$) ⁽²⁾
Dr. Jayson D.A. Dallas....	—	—	—	—
Dr. Stephen G. Dilly	300,000	8,568,873	—	—
Eric H. Bjerkholt	—	—	—	—
Dr. Daniel C. Adelman ...	36,717	1,048,270	—	—
Douglas T. Sheehy	11,990	249,279	—	—
Susan E. Barrowcliffe	115,000	3,639,260	—	—

(1) Amounts are calculated by multiplying the number of underlying shares exercised by the market price of the shares on the exercise date, net of the exercise price.

(2) Amounts are calculated by multiplying the number of shares vested by our closing stock price on the date of vesting.

Pension Benefits and Nonqualified Deferred Compensation Plans

We do not have any plans with any of our NEOs that provide for payments or other benefits at, following, or in connection with retirement. We also do not have any defined contribution or other plan with any of our NEOs that provides for the deferral of compensation on a basis that is not tax-qualified.

Potential Payments Upon Termination or Change in Control

Executive Employment Agreements

Under the employment agreements with each of our NEOs (other than Dr. Dilly), in the event that the applicable executive is terminated by us without “cause” or resigns for “good reason”, then in exchange for providing us a general release of claims, the executive is entitled to receive (i) continued base salary payments for nine months or, in the case of Dr. Dallas, twelve months, (ii) reimbursement of premiums for (or, in the case of Ms. Barrowcliffe, if she receives private medical insurance, provision of) continued healthcare coverage for nine months or, in the case of Dr. Dallas, twelve months, (iii) six months’, or in the case of Dr. Dallas, twelve months’, accelerated vesting of equity awards, including stock options, held by the executive (with any vested stock options remaining exercisable for up to twelve months after his termination of employment or resignation), and (iv) in the case of Dr. Dallas only, his new hire stock option and RSU awards will accelerate in full.

If the termination or resignation occurs during the period commencing three months prior to a change in control and ending twelve months after a change in control, then, in lieu of the foregoing benefits, each executive is entitled to receive (a) a cash lump sum payment equal to one times, or in the case of Dr. Dallas, one and one-half times, the sum of the executive’s base salary and target bonus, (b) reimbursement of premiums for (or, in the case of Ms. Barrowcliffe, if she receives private medical insurance, provision of) continued healthcare coverage for twelve months or, in the case of Dr. Dallas, eighteen months, and (c) full accelerated vesting of each equity award, including stock options, held by the executive (with any vested stock options remaining exercisable for up to twelve months following such termination or resignation).

The employment agreements (other than Ms. Barrowcliffe’s) also include a Section 280G “best pay” provision, which provides that if any amount received by the executive pursuant to the agreement or otherwise that would be subject to the excise tax imposed by Section 4999 of the Code, the executive would receive the full amount of the payments and benefits or an amount reduced so that no portion would be subject to the excise tax, whichever would result in the largest payment to the executive on an after-tax basis. In addition, any severance payable to Ms. Barrowcliffe is reduced by any amounts paid in lieu of notice.

Under Dr. Dallas’ employment agreement, in the event of Dr. Dallas’ death, his new hire stock option and RSU awards will accelerate in full, and in the event of Dr. Dallas’ termination due to permanent disability, he will receive 12 months’ accelerated vesting of his new hire stock option and RSU awards, subject to his execution and delivery of a release of claims.

For the purposes of the employment agreements, “cause” means any of the following events: (a) the executive’s theft, dishonesty or falsification of any employment or company records that is non-trivial in nature; (b) the executive’s malicious or reckless disclosure of our confidential or proprietary information or any material breach by the executive of his obligations under the proprietary information and invention assignment agreement with us; (c) the conviction of the executive of a felony (excluding motor vehicle violations) or the commission of gross negligence or willful misconduct, where a majority of the non-employee members of our Board reasonably determines that such act or misconduct has (i) seriously undermined the ability of the Board or management to entrust the executive with important matters or otherwise work effectively with the executive, (ii) substantially contributed to our loss of significant revenues or business opportunities, (iii) significantly and detrimentally affected our business or reputation; and/or (d) the willful failure or refusal by the executive to follow the reasonable and lawful directives of our Board, provided such willful failure or refusal continues after the executive’s receipt of reasonable notice in writing of such failure or refusal and a reasonable opportunity of not less than 30 days to correct the problem, or (iv) solely for Ms. Barrowcliffe, a termination without notice.

The employment agreements provide that “good reason” means any of the following are undertaken without the executive’s prior written consent: (a) a material diminution in the executive’s authority, duties, or responsibilities which substantially reduces the nature or character of the executive’s position with us; (b) a material reduction by us of the executive’s base salary as in effect immediately prior to such reduction; (c) a relocation of the executive’s principal office to a location that increases the executive’s one-way commute by more than thirty-five (35) miles; or (d) any material breach by us of any provision of the executive’s employment agreement, in each case, subject to notice and cure requirements.

The employment agreements provide for “change in control” to have the same definition as in the Company’s 2015 Equity Incentive Award Plan.

Estimated Potential Payments

The following table shows the payments and benefits that would be made to our NEOs assuming a termination without cause or a resignation for good reason (each, a “Qualifying Termination”), a Qualifying Termination within the period commencing three months prior to and ending 12 months following a change in control, and for Dr. Dallas, terminations due to death and disability, in each case, assuming the triggering events occurred on December 31, 2018. Dr. Dilly is not included in the tables below, as he would not have been entitled to receive any payments or benefits upon a termination on December 31, 2018.

Name	Base Salary and Target Bonus (\$)	COBRA Premiums/Continued Healthcare (\$)	Equity Acceleration (\$) ⁽¹⁾	Extended Option Exercise Period (\$) ⁽²⁾	Total Potential Payments (\$) ⁽³⁾
Dr. Jayson D.A. Dallas					
Qualifying Termination	535,000	37,428	358,800	249,355	1,180,583
Qualifying Termination in Connection with a CIC	1,284,000	56,141	1,435,200	997,420	3,772,761
Death Disability	—	—	1,435,200	997,420	2,432,620
Permanent Disability.....	—	—	358,800	374,032	732,832
Eric H. Bjerkholt					
Qualifying Termination	388,125	26,406	207,268	406,293	1,028,092
Qualifying Termination in Connection with a CIC	579,600	35,208	929,850	805,420	2,350,078
Dr. Daniel C. Adelman					
Qualifying Termination	310,500	13,957	494,018	240,161	1,058,636
Qualifying Termination in Connection with a CIC	579,600	18,609	1,602,450	457,789	2,658,448
Douglas T. Sheehy					
Qualifying Termination	322,950	28,071	393,450	161,837	906,308
Qualifying Termination in Connection with a CIC	602,840	37,428	1,388,774	394,735	2,423,777
Susan E. Barrowcliffe					
Qualifying Termination	281,235	2,518	747,630	253,221	1,284,604
Qualifying Termination in Connection with a CIC	426,794	3,358	1,169,891	503,994	2,104,037

- (1) With respect to options, the value of equity acceleration was calculated by (i) multiplying the number of accelerated shares of common stock underlying the options by \$23.92, the closing trading price of our common stock on December 31, 2018 and (ii) subtracting the exercise price for the options. With respect to RSUs, the value of equity acceleration was calculated by multiplying the number of accelerated RSUs by \$23.92, the closing trading price of our common stock on December 31, 2018.
- (2) Amount represents the incremental aggregate value due to the extension of the option exercise period and was calculated by multiplying the number of accelerated shares of common stock underlying the options by the difference between the Black-Scholes value of an option with a one-year exercise period and a three-month exercise period.
- (3) Amounts shown are the maximum potential payment the NEO would have received as of December 31, 2018. Amounts of any reduction pursuant to the 280G best pay provision, if any, would be calculated upon actual termination of employment.

Compensation Risk Assessment

Consistent with the SEC’s disclosure requirements, we have assessed our compensation programs for all employees. We have concluded that our compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on us. In consultation with Radford, we have evaluated our executive and employee compensation and benefits programs to determine if these programs’ provisions and operations create undesired or unintentional risk of a material nature. The risk assessment process includes a review of program policies and practices; analysis to identify risks and risk controls related to our compensation programs; and determinations as to the sufficiency of risk identification, the balance of potential risk to potential reward, the effectiveness of our risk controls and the impacts of our compensation programs and their risks to our strategy. In 2018, our assessment focused on the following areas: (i) philosophy and peer group development; (ii) total direct compensation and benchmarking; (iii) incentive plan risk; (iv) equity plan risk; (v) change in control policies; (vi) plan re-evaluation frequency; and (v) institutional investor risk. In relation to this, we believe that our incentive compensation arrangements provide incentives that do not encourage risk taking beyond our ability to effectively identify and manage significant risks and are compatible with effective internal controls and our risk management practices.

The Compensation Committee monitors our compensation programs on an annual basis and expects to make modifications as necessary to address any changes in our business or risk profile.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing information about the relationship of the annual total compensation of our employees and the annual total compensation of our Chief Executive Officer. For 2018, our last completed fiscal year, the total compensation in 2018 of our Chief Executive Officer was approximately 39 times the median total compensation in 2018 of all of our other employees (the “Pay Ratio”). The median of the annual total compensation of all employees of our Company (other than our Chief Executive Officer) was \$245,775 and the annual total compensation of our Chief Executive Officer was \$9,494,456.

The Company chose December 1, 2018 as the date for establishing the employee population used in identifying the median employee. We identified the median employee using annual base salary or annual wages as of December 1, 2018 for each of our U.S. and non-U.S. employees, all of whom were permanent, full-time employees. We captured all employees as of December 1, 2018, consisting of approximately 205 individuals globally, with approximately 81% of these individuals located in the U.S. and approximately 19% located outside of the U.S. Earnings of our employees outside the U.S. were converted to U.S. dollars using the spot exchange rate as of December 31, 2018. No cost-of-living adjustments were made. Because we had a Chief Executive Officer transition in 2018, in accordance with SEC rules, we have elected to annualize Dr. Dallas’ compensation for the period he served as our Chief Executive Officer in order to determine the total annual compensation of our Chief Executive Officer for purposes of the Pay Ratio. This amount therefore differs from the total 2018 compensation set forth for Dr. Dallas in the Summary Compensation Table. The annual total compensation of the median employee and the annual total compensation of our CEO were otherwise calculated in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K.

Equity Compensation Plan Information

The following table provides certain information as of December 31, 2018, with respect to all of our equity compensation plans in effect on that date.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plan Approved by Stockholders ⁽¹⁾⁽²⁾⁽³⁾	7,442,960 ⁽⁴⁾	\$ 20.08 ⁽⁵⁾	6,149,326 ⁽⁶⁾
Equity Compensation Plan Not Approved by Stockholders	—	—	—

- (1) Includes the 2015 Equity Incentive Award Plan, the 2013 Stock Plan, as amended, and the 2015 Employee Stock Purchase Plan.
- (2) The 2015 Equity Incentive Award Plan contains an “evergreen” provision, pursuant to which the number of shares of common stock reserved for issuance or transfer pursuant to awards under the 2015 Equity Incentive Award Plan shall be increased on the first day of each year beginning in 2016 and ending in 2025, equal to the lesser of (A) four percent (4.0%) of the shares of common stock outstanding (on an as converted basis) on the last day of the immediately preceding fiscal year and (B) such smaller number of shares of stock as determined by our Board; provided, however, that no more than 35,000,000 shares of stock may be issued upon the exercise of incentive stock options.
- (3) The 2015 Employee Stock Purchase Plan contains an “evergreen” provision, pursuant to which the maximum number of shares of our common stock authorized for sale under the 2015 Employee Stock Purchase Plan shall be increased on the first day of each year beginning in 2016 and ending in 2025, equal to the lesser of (A) one percent (1.0%) of the shares of common stock outstanding (on an as converted basis) on the last day of the immediately preceding fiscal year and (B) such number of shares of common stock as determined by our Board; provided, however, no more than 8,000,000 shares of our common stock may be issued thereunder.
- (4) Consists of 7,133,113 shares of common stock underlying outstanding options, 309,847 shares of common stock underlying outstanding restricted stock units.
- (5) Represents the weighted average exercise price of outstanding options and is calculated without taking into account the 309,847 shares of common stock subject to outstanding restricted stock units that become issuable without the payment of a purchase price as those units vest.
- (6) Includes 1,784,363 shares that were available for future issuance as of December 31, 2018 under the 2015 Employee Stock Purchase Plan (of which up to 114,192 shares may be issued under the offering period in effect as of December 31, 2018, which offering period ends on May 15, 2019).

INFORMATION ABOUT STOCK OWNERSHIP

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information as to the beneficial ownership of our common stock as of April 1, 2019 for:

- each person, or group of affiliated persons, known by us to beneficially own more than 5% of our common stock;
- each named executive officer as set forth in the summary compensation table above;
- each of our directors; and
- all executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of April 1, 2019 are deemed to be outstanding and to be beneficially owned by the person holding the stock options for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Percentage ownership of our common stock in the table is based on 62,469,685 shares of our common stock issued and outstanding on April 1, 2019. This table is based upon information supplied by officers, directors and principal stockholders and Schedules 13D and Schedules 13G, if any, filed with the SEC. Unless otherwise indicated, the address of each of the individuals and entities named below is c/o Aimmune Therapeutics, Inc., 8000 Marina Blvd., Suite 300, Brisbane, California 94005.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned(1)			
	Common Stock	Securities Exercisable Within 60 Days	Number of Shares Beneficially Owned	Percentage
5% Stockholders:				
Nestle Health Science US Holdings, Inc. ⁽²⁾	11,727,113	—	11,727,113	18.77%
Longitude Venture Partners II, L.P. ⁽³⁾	6,013,134	—	6,013,134	9.63%
Foresite Capital Fund II, L.P. ⁽⁴⁾	3,678,471	—	3,678,471	5.89%
NEOs and Directors:				
Dr. Jayson D.A. Dallas ⁽⁵⁾	3,650	—	3,650	*
Gregory Behar ⁽⁶⁾	—	61,675	61,675	*
Patrick G. Enright ⁽⁷⁾	6,036,003	166,775	6,202,778	9.90%
Kathryn E. Falberg ⁽⁸⁾	124,894	48,505	173,399	*
Mark T. Iwicki ⁽⁹⁾	29,375	188,294	217,669	*
Dr. Brett K. Haumann ⁽¹⁰⁾	-	-	-	*
Mark D. McDade ⁽¹¹⁾	16,660	153,347	170,007	*
Stacey D. Seltzer ⁽¹²⁾	29	100,926	100,955	*
Dr. Stephen G. Dilly ⁽¹³⁾	470,102	625,942	1,096,044	1.74%
Dr. Daniel C. Adelman ⁽¹⁴⁾	1,511	189,322	190,833	*
Eric H. Bjerkholt ⁽¹⁵⁾	11,621	157,031	168,652	*
Douglas T. Sheehy ⁽¹⁶⁾	5,821	88,439	94,260	*
Susan E. Barrowcliffe ⁽¹⁷⁾	10,886	185,431	196,317	*
All executive officers and directors as a group (15 persons) ⁽¹⁸⁾.....	6,718,687	2,166,845	8,885,532	13.75%

* Represents beneficial ownership of less than one percent of the outstanding shares of common stock.

- (1) Represents shares of common stock held and options held by such individuals that were exercisable within 60 days of April 1, 2019. Includes shares held in the beneficial owner's name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner's account. Reported numbers do not include options that vest more than 60 days after April 1, 2019.
- (2) As reported on Schedule 13D filed with the SEC on November 28, 2018. The shares are held by Nestle Health Science US Holdings, Inc. Nestle Health Science US Holdings, Inc. is a wholly-owned subsidiary of NIMCO US, Inc., which is a wholly-owned subsidiary of Nestle S.A., a publicly-traded company. Each of these entities may be deemed to share voting and investment power with respect to all shares held by Nestle Health Science US Holdings, Inc. Each of NIMCO US, Inc. and Nestle S.A. disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. The address of Nestle Health Science US Holdings, Inc. is 383 Main Avenue, 5th Floor, Norwalk, CT 06851.

- (3) As reported on Schedule 13G/A filed with the SEC on March 5, 2019 and the Statement of Change in Beneficial Ownership on Form 4 filed with the SEC on December 1, 2016, in each case, by Longitude Venture Partners II, L.P. (“Longitude Venture II”), Longitude Capital Partners II, LLC (“Longitude Capital II”), Patrick G. Enright and Juliet Tammenoms Bakker. Longitude Venture Partners holds 6,013,134 shares of common stock. Longitude Capital II is the general partner of Longitude Venture II. Longitude Capital II and Longitude Venture II may be deemed to have sole voting, investment and dispositive power over the shares held by Longitude Venture II. Patrick G. Enright and Juliet Tammenoms Bakker are the managing members of Longitude Capital II and in their capacity as such, may be deemed to exercise shared voting and investment power with respect to such shares. Each of Ms. Bakker and Mr. Enright disclaim beneficial ownership of such shares except to the extent of his or her pecuniary interest therein. The address of Longitude Venture Partners II, L.P. is to 2740 Sand Hill Road, Menlo Park, CA 94025.
- (4) As reported on Schedule 13G/A filed with the SEC on March 5, 2019 by Foresite Capital Fund II, L.P. (“Foresite Capital II”), Foresite Capital Management II, LLC (“Foresite Management II”), Foresite Capital Fund III, L.P. (“Foresite Capital III”), Foresite Capital Management III, LLC (“Foresite Management III”), and James Tananbaum. Foresite Capital II holds 3,678,471 shares of common stock. Foresite Management II is the general partner of Foresite Capital II. Foresite Management II may be deemed to have sole voting, investment and dispositive power over the shares held by Foresite Capital II. Foresite Capital III holds 709,822 shares of common stock. Foresite Management III is the general partner of Foresite Capital III. Foresite Management III may be deemed to have sole voting, investment and dispositive power over the shares held by Foresite Capital III. James Tananbaum is the managing member of Foresite Management II and Foresite Management III and in his capacity as such, may be deemed to exercise sole voting and investment power with respect to such shares. The address of Foresite Capital Fund II, L.P. and Foresite Capital Fund III, L.P. is 600 Montgomery Street, Suite 45100, San Francisco, CA 94111.
- (5) Represents 3,650 shares of common stock held.
- (6) Represents shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019.
- (7) Consists of (a) 22,869 shares of common stock, (b) 166,775 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019, and (c) the securities beneficially owned by Longitude Venture Partners II, L.P. as set forth in footnote (3). Mr. Enright disclaims beneficial ownership of the shares listed in footnote (3), except to the extent of his pecuniary interest therein.
- (8) Consists of (a) 124,894 shares of common stock and (b) 48,505 shares of common stock that may be acquired pursuant to the exercise of stock options with 60 days of April 1, 2019.
- (9) Consists of (a) 29,375 shares of common stock and (b) 188,294 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019.
- (10) Dr. Haumann was elected as a Class II director by the Board on October 31, 2018. In connection with his election, he became entitled to receive compensation in accordance with our Director Compensation Program, including the Initial Equity Grant; however, he declined to receive such compensation absent a change in his U.S. visa status that allows him to accept the compensation.
- (11) Consists of (a) 16,660 shares of common stock and (b) 153,347 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019.
- (12) Consists of (a) 29 shares of common stock and (b) 100,926 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019, for which Ms. Seltzer disclaims beneficial ownership of, including any pecuniary interest therein, as a result of an existing contractual relationship between Ms. Seltzer and Aisling Capital.
- (13) Consists of (a) 470,102 shares of common stock, and (b) 625,942 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019. Of such 470,102 shares of common stock, (x) 315,308 shares are held by Dr. Dilly individually, (y) 41,075 shares are held by Stephen G. Dilly and Edwina Lynette Mullens as Trustees of the Frederick S W Dilly Trust, 25,532 shares are held by Stephen G. Dilly and Edwina Lynette Mullens as Trustees of The Dilly Family Trust (the “Family Trust”), 41,075 are held by Stephen G. Dilly and Edwina Lynette Mullens as Trustees of the Harriet F. L. Dilly Trust, 12,009 shares are held by Stephen G. Dilly, as Trustee of The Stephen G. Dilly 2016 Grantor Retained Annuity Trust dated August 12, 2016 (the “Dilly Trust”), and (z) 12,009 shares are held by Edwina Lynette Mullens, as Trustee of The Edwina Lynette Mullens 2016 Grantor Retained Annuity Trust dated August 12, 2016 (the “Mullens Trust”). Dr. Dilly and Ms. Mullens have joint voting, investment and dispositive power over the shares held by the Frederick S W Dilly Trust, the Family Trust and the Harriet F.L. Dilly Trust. Dr. Dilly has sole voting, investment and dispositive power over the shares held by the Dilly Trust. Ms. Mullens has sole voting, investment and dispositive power over the shares held by the Mullens Trust. Dr. Dilly disclaims beneficial ownership of the shares held by the Frederick S W Dilly Trust, the Harriet F. L. Dilly Trust and the Mullens Trust.
- (14) Consists of (a) 2,344 shares of common stock and (b) 189,322 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019.
- (15) Consists of (a) 12,454 shares of common stock and (b) 157,031 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019.
- (16) Consists of (a) 8,704 shares of common stock and (b) 88,439 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019.
- (17) Consists of (a) 11,789 shares of common stock and (b) 185,431 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019.
- (18) Consists of (i) the shares described in notes 5 through 16 above, (ii) 129 shares of common stock and (iii) 155,845 shares of common stock that may be acquired pursuant to the exercise of stock options within 60 days of April 1, 2019.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than 10% of a registered class of the Company's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, the Company believes that all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with during the year ended December 31, 2018.

ADDITIONAL INFORMATION

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (*e.g.*, brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

Brokers with account holders who are Aimmune stockholders may be "householding" our proxy materials. A single proxy statement may be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you notify your broker or the Company that you no longer wish to participate in "householding."

If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate proxy statement and annual report, you may (1) notify your broker, (2) direct your written request to: 8000 Marina Blvd., Suite 300, Brisbane, California 94005 or (3) request from the Company by calling 650-614-5220. Stockholders who currently receive multiple copies of this Proxy Statement at their address and would like to request "householding" of their communications should contact their broker. In addition, the Company will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the Form 10-K, Proxy Statement, Proxy Card or Notice of Internet Availability of Proxy Materials to a stockholder at a shared address to which a single copy of the documents was delivered.

Other Matters

As of the date of this Proxy Statement, the Board does not intend to present any matters other than those described herein at the Annual Meeting and is unaware of any matters to be presented by other parties. If other matters are properly brought before the Annual Meeting for action by the stockholders, proxies will be voted in accordance with the recommendation of the Board or, in the absence of such a recommendation, in the discretion of the proxy holder.

We have filed our Annual Report on Form 10-K for the year ended December 31, 2018 with the SEC. It is available free of charge at the SEC's web site at www.sec.gov. Upon written request by a Aimmune stockholder, we will mail without charge a copy of our Annual Report on Form 10-K, including the financial statements and financial statement schedules, but excluding exhibits to the Annual Report on Form 10-K. Exhibits to the Annual Report on Form 10-K are available upon payment of a reasonable fee, which is limited to our expenses in furnishing the requested exhibit. All requests should be directed to the Corporate Secretary, 8000 Marina Blvd., Suite 300, Brisbane, California 94005.

By Order of the Board of Directors

/s/ Jayson Dallas

Jayson D.A. Dallas, M.D.

President and Chief Executive Officer

April 10, 2019

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO
Commission File Number 001--37519

AIMMUNE THERAPEUTICS, INC.

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-2748244
(I.R.S. Employer
Identification No.)

8000 Marina Blvd Suite #300
Brisbane, CA 94005
(Address of principal executive offices)

(650) 614-5220
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of exchange on which registered</u>
Common Stock, par value \$0.0001 per share	The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. YES NO

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant based on the closing price of shares of common stock on The Nasdaq Stock Market on June 30, 2018 was \$1,163,912,244.

The number of shares of Registrant's Common Stock outstanding as of February 15, 2019 was 62,186,194.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Definitive Proxy Statement relating to the 2019 Annual Meeting of Shareholders, scheduled to be held on May 23, 2019, are incorporated by reference into Part III of this Annual Report on Form 10-K to the extent stated herein. The Definitive Proxy Statement will be filed within 120 days of the Registrant's fiscal year ended December 31, 2018.

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Forward-Looking Statements

This Annual Report on Form 10-K, including “Business” in Part I, Item 1 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7, contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. All statements other than statements of historical facts contained in this Annual Report on Form 10-K are statements that could be deemed forward-looking statements reflecting the current beliefs and expectations of management with respect to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. These statements are often identified by the use of words such as “may,” “will,” “expect,” “believe,” “anticipate,” “intend,” “could,” “should,” “estimate,” or “continue,” and similar expressions or variations. The risks and uncertainties referred to above include, without limitation, risks related to our research and development efforts, need for future capital, timely completion of our clinical trials, uncertainty of clinical trial results or regulatory approvals or clearances, manufacturing of our product candidates at scales and costs appropriate for commercialization, enforcement of our patent and proprietary rights, potential competition and other risks that are described herein and that are otherwise described from time to time in our Securities and Exchange Commission, or SEC, reports including, but not limited to, the factors described in Item 1A, “Risk Factors,” of this Annual Report on Form 10-K. Given these risks and uncertainties, you should not place undue reliance on these forward-looking statements. Except as required by law, we assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

This Annual Report on Form 10-K also contains estimates, projections and other information concerning our industry, our business and the markets for certain drugs, including data regarding the estimated size of those markets, their projected growth rates and the incidence of certain medical conditions. Information that is based on estimates, forecasts, projections or similar methodologies is inherently subject to uncertainties, and actual events or circumstances may differ materially from events and circumstances reflected in this information. Unless otherwise expressly stated, we obtained this industry, business, market and other data from reports, research surveys, studies and similar data prepared by third parties, industry, medical and general publications, government data and similar sources. In some cases, we do not expressly refer to the sources from which this data is derived. In that regard, when we refer to one or more sources of this type of data in any paragraph, you should assume that other data of this type appearing in the same paragraph is derived from the same sources, unless otherwise expressly stated or the context otherwise requires.

Trademarks

This Annual Report on Form 10-K includes trademarks, service marks and trade names owned by us or other companies. All trademarks, service marks and trade names included in this Annual Report on Form 10-K are the property of their respective owners.

PART I

Item 1. Business.

Overview

We are a clinical-stage biopharmaceutical company advancing a new therapeutic approach, including the development of proprietary product candidates, for the treatment of peanut and other food allergies. It is estimated that over 30 million people in the United States and Europe have a food allergy, with peanut allergy being the most prevalent and most commonly associated with severe outcomes and life-threatening events. There are currently no approved medical therapies to cure food allergies or prevent their symptoms. Patients with food allergies are typically counseled to practice strict dietary avoidance. When accidental exposure to food allergens invokes a serious allergic reaction, rescue therapies, such as antihistamines or injectable epinephrine, are the only recourse available. Our therapeutic approach, which we refer to as Characterized Oral Desensitization ImmunoTherapy, or CODIT™, is designed to desensitize patients to food allergens and thereby reduce the risk of having an allergic reaction upon accidental exposure or reduce symptom severity should an allergic reaction occur. CODIT is intended to reduce meaningfully the burden and anxiety experienced by food-allergic patients and their families.

Our lead CODIT product candidate, AR101, is an investigational biologic for the treatment of patients with peanut allergy, which affects approximately three million patients in the United States and three million patients in Europe. AR101 has received Fast Track and Breakthrough Therapy designations for the treatment of patients 4-17 years of age from the United States Food and Drug Administration, or FDA. We submitted a Biologics License Application, or BLA, for AR101 to the FDA in December 2018. The FDA initiated review of the BLA for AR101 in January 2019, and we expect that the FDA will determine whether the BLA has been accepted for filing by the end of March 2019. The FDA has made an initial determination that AR101, as an allergenic product candidate, is exempt from the Prescription Drug User Fee Act, as amended, or PDUFA. We are not aware of any instances in which the BLA for a product candidate that has been granted Breakthrough Therapy designation was reviewed by the FDA pursuant to processes and timelines not governed by PDUFA, and, as a result, there is uncertainty as to whether the AR101 BLA will receive an expedited review typically granted to product candidates with such designation. However, we believe the FDA has had policies that pre-date and post-date PDUFA that would allow for expedited review of PDUFA-exempt applications, and we are currently engaged in discussions with the FDA regarding the review timeline for the AR101 BLA. If the Breakthrough Therapy designation for AR101 does not result in an expedited review of the BLA for AR101, the BLA will likely be reviewed under a twelve-month target review period applicable to PDUFA-exempt applications as measured from the January 2019 start date.

Our initial target patient population for AR101 is children and adolescents in the 4-17 age group with a diagnosed peanut allergy, which we estimate applied to approximately 1.6 million patients in the United States alone during 2018. We expect to submit a Marketing Authorization Application, or MAA, with the European Medicines Agency, or EMA, in the first half of 2019. We maintain worldwide commercial rights to all of our product candidates, including AR101 and, if approved, currently intend to commercialize in the United States and Europe by developing a specialty sales force targeting practicing allergists in the United States and allergy-focused clinicians in major European markets.

We are in the process of developing formulations for additional CODIT product candidates beyond peanut allergy and have formulation and manufacturing activities ongoing for a product candidate designed to treat egg allergy, AR201. We are also exploring a product candidate designed to treat multi-nut allergy, including walnut allergy. Review of our investigational new drug application, or IND, for AR201 was completed by the FDA in February 2019. As such, we have been cleared to advance AR201 into a Phase 2 clinical trial, which we expect to commence in mid-2019. In addition, we are also conducting research and development activities for potential CODIT product candidates targeting other food allergies, including cow's milk allergy.

Our Strategy

Our goal is to build a biopharmaceutical company that develops and commercializes proprietary therapies to improve the lives of food-allergic patients and their families. We intend to achieve this goal by pursuing the following key strategic objectives:

- *Complete development and obtain approval of AR101 in the United States and Europe for the treatment of peanut allergy:* We submitted the AR101 BLA in the United States in December 2018 and intend to file a MAA, for AR101 in the European Union in the first half of 2019.
- *Commercialize AR101 in the United States and Europe through our own specialty field force:* We own worldwide commercial rights to our product candidates. If AR101 is approved for the treatment of peanut allergy, we intend to commercialize it by developing a specialty field force targeting a subset of the approximately 5,000 practicing allergists in the United States as well as allergy-focused clinicians in the major European markets. We anticipate that this field force could also support the commercialization of additional CODIT product candidates, if approved.
- *Leverage the CODIT system to develop additional proprietary product candidates for the treatment of food allergies:* Leveraging the expertise we have gained developing AR101, review of our IND application for a product candidate for the treatment of egg allergy, AR201, was completed by the FDA in February 2019. We expect to commence a randomized Phase 2 trial of AR201 in mid-2019.

AR101 Program Overview

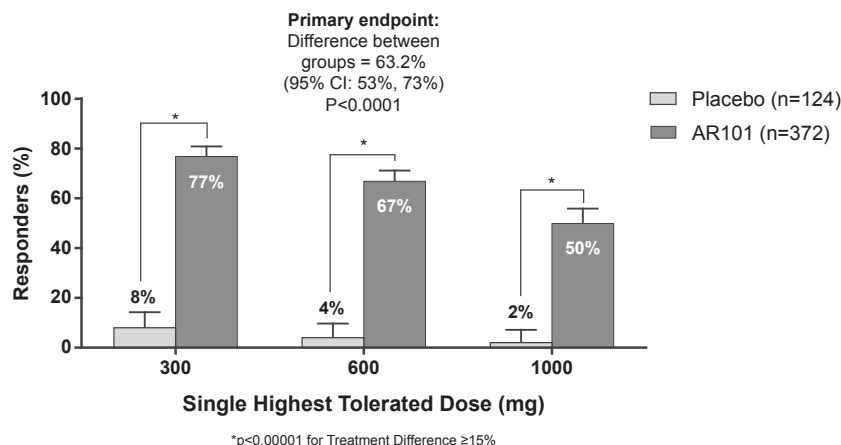
Peanut allergy is a life-threatening disease with no approved medical treatment options. Based on a 2014 study published in the Journal of Allergy and Clinical Immunology, 40% to 50% of the people with peanut allergy in the United States are sensitive to an exposure of 100 mg or less of peanut protein, the equivalent of less than half of a peanut kernel (one peanut kernel typically contains approximately 250 mg to 300 mg of peanut protein). In addition, people with peanut allergy are often sensitive to as little as 10 mg of peanut protein. Strict dietary avoidance is hard to achieve and accidental exposure to food allergens is common, resulting in approximately 200,000 emergency room visits per year in the United States. The burden and anxiety for patients and their families is significant and a highly motivating force in seeking out therapy. There is a particularly high unmet need in young children who spend a significant portion of their day away at school where parental control is diminished and in adolescents who face peer pressure from their friends and classmates and may begin to engage in risk-taking behaviors.

Allergists have long used immunotherapy approaches to successfully treat patients with environmental allergies, and academic research supports the potential for extending immunotherapy approaches to treating patients with food allergy. Published studies have shown oral immunotherapy, or OIT, to be a potentially promising approach to desensitizing patients with peanut, milk, egg, tree nut and other food allergies. This approach involves gradual introduction of increasing amounts of food allergen by the oral route to reduce the immune response to that allergen, referred to as the dose escalation phase, and then daily ingestion of the target dose of allergen to continue immunomodulation at a fixed therapeutic dose. Historically, OIT has been practiced by a small number of allergists using their own “home-brew” allergen formulations and desensitization protocols; however, no OIT-based products have been approved for the treatment of food allergies to date thereby limiting the widespread adoption of this approach. With CODIT, we believe that we are the first company to undertake systematic and rigorous development of an OIT-based therapeutic approach to treat food allergies. We believe that our first product candidate developed with our CODIT approach, AR101 has the potential to fulfill the need for a consistent and scalable OIT-based approach to peanut allergy.

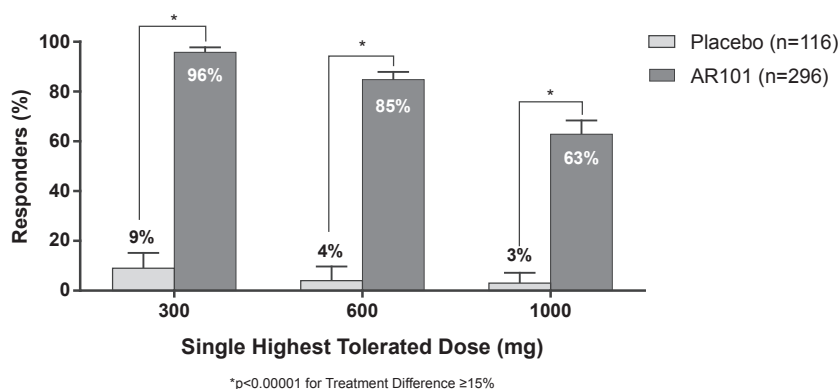
In December 2015, we initiated our Phase 3 PALISADE (Peanut Allergy Oral Immunotherapy Study of AR101 for Desensitization in Children and Adults) clinical efficacy trial of AR101 in the United States, Canada and Europe. In the PALISADE trial, we measured subjects’ change in levels of sensitivity to peanut protein using a double-blind, placebo-controlled food challenge, or DBPCFC, at the beginning and the end of the approximately 12 month treatment period. A DBPCFC is generally considered the “gold standard” method of measuring a patient’s sensitivity to peanuts or other foods. During the DBPCFC, subjects consume increasing amounts of a peanut protein until either the test is naturally concluded or until a dose-limiting reaction, typically moderate or severe, occurs at which point the subject is not permitted to proceed to the next step in the challenge and the test is halted. Patient demographics were generally balanced among patients ages 4-17 enrolled in the AR101 treatment arm as compared to those from the same age group enrolled in the placebo treatment arm. The primary endpoint in PALISADE was different in the U.S. and European portions of the trial.

We completed global enrollment of 554 patients between the ages 4 and 49 in November 2016 and we completed the study in December 2017. Efficacy results for the Intent-to-Treat, or ITT, group and for patients ages 4-17 who completed the AR101 treatment arm of the study, or Completers, are summarized in the charts below:

ITT Analysis: Patients Ages 4-17 Who Tolerated Each Dose Level at Exit DBPCFC



Completers: Patients Ages 4-17 Who Tolerated Each Dose Level at Exit DBPCFC



A total of 496 patients ages 4–17, from both arms (372 AR101 and 124 placebo), were evaluable for safety. There were no deaths or suspected, unexpected serious adverse reactions. In both arms, the incidence of serious adverse events, or SAEs was low. An SAE is an adverse event that results in significant medical consequences, such as hospitalization, disability or death, and must be reported to the FDA. A total of 10 patients ages 4-17 experienced SAEs, none of which were considered life-threatening: nine of these patients were in the AR101 arm (2.4%) and one was in the placebo arm (0.8%). Of the nine AR101-treated patients ages 4-17 that experienced an SAE, five patients experienced mild or moderate SAEs. The other four AR101-treated patients experienced severe SAEs, which, for two of these patients, were not related to treatment (a concussion and a viral asthmatic exacerbation). Of the two AR101-treated patients ages 4-17 who experienced severe SAEs related to treatment, both of whom had elevated baseline peanut-specific IgE levels greater than 100 kU/L, one experienced anaphylaxis and the other experienced wheezing on the first day of treatment. Both of these patients discontinued from the study. Of patients ages 4-17, 12.4% of patients from the AR101 treatment arm and 2.4% of patients from the placebo-treatment arm discontinued due to investigator-reported adverse events.

In December 2017, we completed enrollment of 388 eligible patients who had completed the PALISADE trial into a related open-label roll-over trial, ARC004, which is ongoing. In January 2018, we completed enrollment of 506 patients in our RAMSES (Real-World AR101 Market-Supporting Experience Study in Peanut Allergic Children Ages 4-17 Years) clinical trial. In November 2018, we announced positive topline results from the RAMSES trial, which demonstrated that the safety profile was consistent with the safety profile of AR101 observed in PALISADE.

The safety summary for patients treated with AR101 in a controlled setting, the Controlled Population, submitted with the AR101 BLA included data on 709 patients treated with AR101 and 292 patients treated with placebo in clinical trials ARC003 (PALISADE), and ARC007 (RAMSES), as of the data cut-off date of July 15, 2018.

In February 2018, we completed enrollment of 175 patients in our European Phase 3 efficacy trial designed with a higher efficacy bar of tolerating 1,000 mg of peanut protein in an exit food-challenge without anything more than mild, transient symptoms, which we refer to as the ARTEMIS (AR101 Trial in Europe Measuring Oral Immunotherapy Success) trial. Treatment of all patients in this trial is now complete and we expect to report preliminary summary data from the trial in the first half of 2019.

In Europe, we expect that data from PALISADE, ARC004 and ARTEMIS will form the basis for the MAA for AR101 filing, expected to be filed with the EMA in the first half of 2019.

Food Allergy Overview

Food Allergies are a Significant and Growing Health Problem

Food allergies are a significant and growing health problem in the United States, Europe and throughout the developed world. It is estimated that over 30 million people in the United States and Europe have a food allergy, and one in 13 children are affected in the United States. According to a study published in JAMA Pediatrics in 2013, the economic cost of food allergies in the United States is estimated to equal approximately \$25 billion per year, of which approximately \$4 billion is associated with direct medical expenses. Food allergies are a particularly urgent issue for children and adolescents because of the greater prevalence of food allergies in those age groups and because of the increased risk of accidental exposures leading to a serious allergic reaction. A large-scale study conducted in 2011 concluded that approximately 8% of children and adolescents in the United States have a food allergy and that approximately 39% of that group had a history of at least one severe allergic reaction. We estimate that over 50% of patients with peanut allergy experience a severe allergic reaction each year.

Peanut is the most common type of food allergy. Among children with food allergies in the United States, approximately 25% are allergic to peanuts, with other common food allergies being milk (21%), shellfish (17%), tree nut (13%, of which walnut represents 40%) and egg (10%). We estimate that there are approximately three million people in the United States and three million people in Europe with peanut allergy, including over three million children. The prevalence of peanut allergy in children in the United States is estimated to have increased at a constant annual growth rate of approximately 10% between 1997 and 2008, and experts believe it has continued to rise since 2008.

Risks Associated with Allergic Reactions

Allergic reactions to food are painful, frightening and potentially deadly. Symptoms of an allergic reaction include hives, swelling, vomiting, abdominal pain, wheezing, breathlessness, and lowered blood pressure. Severe and potentially life-threatening reactions are referred to as anaphylaxis and such reactions require urgent medical attention and often result in treatment at hospital emergency departments. Food-related allergic reactions are estimated to result in approximately 200,000 emergency room visits and over 10,000 hospital admissions each year in the United States.

Allergic reactions, including severe allergic reactions, can be triggered by exposure to minute quantities of the relevant food allergen. For example, of the over two million people with peanut allergy in the United States, 40% to 50% are sensitive to an exposure of 100 mg or less of peanut protein, the equivalent of less than half of a peanut kernel (one peanut kernel typically contains approximately 250 mg to 300 mg of peanut protein). In addition, people with peanut allergy are often sensitive to as little as 10 mg of peanut protein, the equivalent of approximately 1/25th of a peanut kernel. As a result, accidental exposure arising from contamination of a food source or the inaccurate or confusing labeling of food products occurs regularly and can result in severe allergic reactions.

Causes of Allergic Reactions

Food allergies occur when the immune system responds to a harmless food as if it were a threat. The human gastrointestinal tract contains immune cells whose purpose is to identify and mount a response against proteins deemed to be foreign and unsafe. These cells come into contact with a large amount and variety of food proteins. In a non-allergic person, a tolerance for food proteins develops early in life, and the immune cells do not mount a response when food proteins are detected. In contrast, in an allergic patient, the immune system is sensitized to one or more food proteins, or allergens. As a result of this sensitization, the immune system produces antibodies, known as IgE antibodies, which are directed against a particular allergen, such as a specific peanut protein. The IgE antibodies link with mast cells and basophils, which are other immune cells. When an IgE antibody linked to these immune cells encounters the allergen it is directed against, the immune cells are activated and release histamine and other inflammatory mediators into the blood. These mediators then provoke the symptoms of an allergic reaction.

The development and progression of food allergies is highly variable. It is unknown why some people develop food allergies while others do not. For certain types of allergies, such as milk and egg, patients may outgrow their allergies, but for others, such as peanuts, tree nuts, and shellfish, most patients remain allergic for life. In addition, a person's sensitivity appears to vary over time based on a range of factors. It is not unusual for a person's first allergic reaction to be mild and their second allergic reaction to be severe or life-threatening.

Challenges in the Current Treatment and Management of Food Allergies

There are currently no approved medical therapies to cure food allergies or prevent their symptoms. The most common practices are strict avoidance of food allergens and emergency treatment of allergy symptoms in the event of an accidental exposure. These options have substantial limitations, and the burdens of practicing avoidance and stress caused by the limited availability of effective treatment options for accidental exposure can have a substantial negative impact on the quality of life of food-allergic patients and their families. For example, food-allergic patients and their caregivers often have difficulties managing their social and day-to-day lives and live with an ongoing fear of accidental exposure and anaphylaxis. One study found that children with peanut allergy reported a poorer quality of life than children with insulin-dependent diabetes mellitus. A separate study found that the parents of peanut-allergic children reported more disruption in their family's lives than the parents of children with rheumatological disease.

Limitations of Practicing Avoidance of Food Allergens

Successfully practicing avoidance can be very difficult and requires careful reading of food labels, care in the storage and preparation of foods, awareness of product recalls for mislabeling and contamination, and oftentimes avoidance of cuisines where the food allergen is known to be common. In addition, activities such as attending a sporting event, traveling by airplane or visiting public spaces become difficult and stressful for food-allergic patients and their families. Practicing avoidance can be particularly difficult on food-allergic children as parents often attempt to prevent accidental exposures by limiting their child's participation in everyday activities, including social activities, eating outside the home and sometimes even choosing to home school their child because such food-allergic children may not have the awareness or self-regulation skills to practice avoidance by themselves. As children move into adolescence and young adulthood, decreased parental supervision and increased societal pressures often complicate the practice of avoidance.

Limitations of Emergency and Symptomatic Treatments

Due to a lack of approved symptomatic or disease-modifying food allergy treatments, food-allergic patients typically must carry rescue medication to treat severe and possibly life-threatening allergic reactions. The most widely used treatment is epinephrine (also known as adrenaline), which is administered using an auto-injector, such as an EpiPen. Epinephrine blunts certain symptoms of the allergic reaction by increasing heart rate and blood pressure and dilating airways, but it does not treat the allergic reaction itself. While epinephrine is useful as a rescue medication, it is not always administered properly or quickly enough and may not be sufficient to counteract the effects of the allergic reaction.

Limitations of Current Desensitization Treatments

Emergency and symptomatic remedies are reactive treatments and often ineffective in the chronic management of food allergies. The most commonly practiced proactive therapy for food and other allergies is desensitization therapy. Desensitization therapy consists of repeated administrations of increasing quantities of an allergen to an allergic patient in order to decrease the immune response to that allergen. The most common form of desensitization therapy is subcutaneous injections for patients with environmental allergies. While desensitization therapy has had significant success in the treatment of environmental allergies, it has been less successful in the treatment of food allergies. Four different desensitization therapy approaches to food allergies have been researched:

- *Subcutaneous Injections*: Involves the subcutaneous injection of the food allergen. This approach has been shown to induce desensitization in some patients but has had an unacceptably high incidence of adverse events and research on this approach has largely been abandoned.
- *Sublingual Immunotherapy*: Involves the administration of increasing amounts of food extract under a patient's tongue. This approach has been shown to be safe, but it appears to induce only a modest degree of desensitization.
- *Epicutaneous Desensitization*: Involves the use of a patch that causes allergens to be absorbed by the skin. Clinical trials are ongoing to explore the potential viability of this approach.
- *Oral Immunotherapy*: Involves the administration of increasing doses of a food-based product on a daily basis over a period of months. This approach has the potential to produce a high degree of desensitization, but adoption has been hampered by lack of standardization for products and protocols.

We believe the most effective form of desensitization therapy is oral immunotherapy, or OIT.

Immunology of Oral Desensitization

Oral desensitization works by gradually shifting the balance of the immune system to dampen the allergic response in the case of accidental exposure.

The initial step in an immune response is the presentation of an allergenic protein by an antigen presenting cell, such as a dendritic cell, and subsequent recognition of the allergenic protein by T-cells. A subset of T-cells, known as Th2 cells, upon binding to an antigen secrete a set of pro-inflammatory proteins called cytokines, such as IL-4, IL-5 and IL-13, which are important in cellular activation and signaling. Secretion of this group of cytokines promotes B-cell maturation and production of IgE antibodies. These IgE antibodies cross-link at the surface of the mast cells by binding with the antigen, which results in the mast cells releasing histamines, proteases and other chemical mediators of inflammation, all of which elicit symptoms of an allergic reaction.

In oral desensitization, the step-wise increasing of doses of an allergen, starting with very low levels of such allergen that are generally insufficient to trigger a large IgE-mediated allergic reaction, has been shown over time to induce regulatory T-cells. These regulatory T-cells dampen the Th2 immune response. At the same time, the increasing levels of allergen exposure induce B-cells to produce IgG4 antibodies, which compete with IgE antibodies to bind with the allergen, thereby decreasing allergen-induced mast cell degranulation. Ultimately, these immunomodulatory T-cell and B-cell responses result in a decreased clinical response to allergen exposure. To realize the full potential of OIT, patients may need to stay on therapy for several years.

Oral Desensitization in Practice

In an OIT treatment regimen, the initial administration of a particular dose of the food allergen will typically be provided in an allergist's office and the subsequent administrations will be done at home. The highest level of dosing administration will vary depending on the patient and the protocol, but generally the goal is to achieve desensitization to a level of food allergen greater than the amount a patient might be exposed to in an accidental exposure. Once the highest dosing level is attained, the patient will continue to be administered a fixed dose on a regular basis. Over time, this regular administration has been shown to result in the patient being able to tolerate an amount of food substantially greater than the fixed dose.

Prior to the development of AR101, numerous clinical trials at leading academic research centers had shown that OIT can desensitize patients to a range of food allergies, including peanut, egg, tree nuts and milk. While OIT generally does not cure a patient of his or her allergy, it can provide protection from food allergens at a level that exceeds the amount typically encountered in an accidental exposure. For many patients, this protection meaningfully decreases their stress and anxiety and enables them to lead a more normal life. However, while OIT has been observed to protect patients from allergic reactions in clinical trials, it has not yet been widely adopted and is currently available only from a limited number of academic research centers and specialized allergy clinics. In addition, because no OIT protocol or product has been validated in a large-scale clinical trial or approved by the FDA, the treatment regimen and food source used in OIT treatment is determined by the allergist based on their experience and review of the scientific literature, which can lead to varying results. While studies have shown that most patients tolerate OIT well, the incidence of severe adverse events associated with OIT treatment has historically been high enough to raise concerns in the medical community that it is not safe enough to be a standard part of an allergist's practice. We believe these safety concerns along with complexity and lack of standardization have limited the adoption of OIT by community-based allergists.

Our Solution

Our CODIT approach for the treatment of food allergies leverages and improves upon the extensive independent scientific research supporting OIT. Based on our clinical development to date, including our Phase 3 PALISADE trial of our lead CODIT product candidate, AR101, we believe that our CODIT approach has the potential to be widely adopted by allergists and to appeal to patients and parents as a result of the following key anticipated attributes:

- *Standardized Products:* Our proprietary biologic product candidates are derived from natural food products and are designed to contain precisely defined dosages of well-characterized food proteins so that each dosage is consistent for total protein and relative allergen content. In addition, we expect each of our product candidates, if approved, to be provided to patients as a convenient, orally administered, once daily therapy.
- *Well-Defined Treatment Regimens to Support Safety and Efficacy:* We expect each CODIT product candidate to feature clearly defined clinical protocols with gradual dose escalation and practical fixed therapeutic dosing regimens designed to enhance safety, tolerability and efficacy. We intend to demonstrate the safety and efficacy of each CODIT product candidate in large scale, well-controlled clinical trials.
- *Clinically Meaningful Desensitization:* We expect each approved CODIT product candidate to provide patients with protection from food allergens at a level that exceeds the amount typically encountered in an accidental exposure, to impart real world safety.

- *Compatibility with Clinical Practice:* We expect our protocols for each CODIT product candidate to be similar to treatment regimens currently utilized by allergists for non-food allergies.
- *Tailored Support Services:* We intend to provide physician education, patient guidance and other support services to facilitate the administration of each approved CODIT product candidate.
- *Regulatory Approval:* We believe regulatory approval of our CODIT product candidates, if obtained, will validate the extensive existing scientific research supporting oral desensitization and could lead to widespread adoption of CODIT.

We believe our CODIT approach and product candidates, if approved, have the potential to reduce the dangers posed to food-allergic patients, such as accidental exposures resulting in anaphylactic reactions, emergency room visits or hospitalization. We expect that this potential protection from accidental exposures will reduce the stress and anxiety of patients and their families and enable patients to live more normal lives.

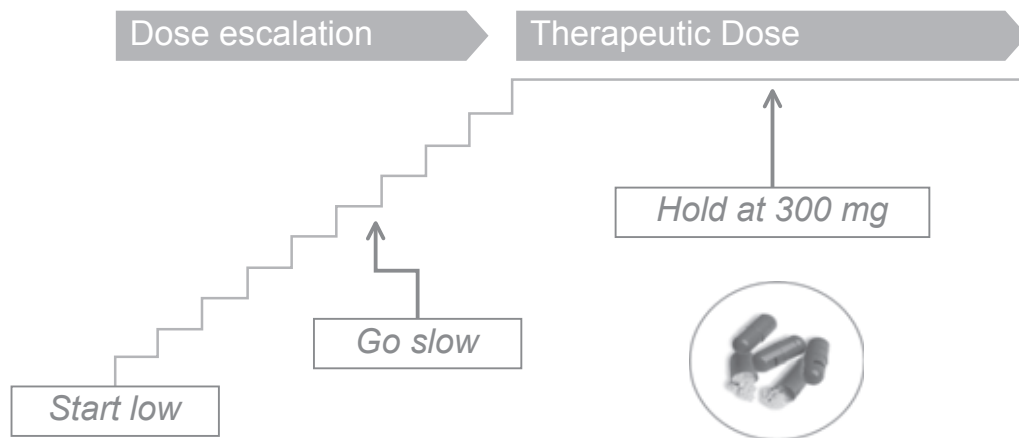
AR101 for Peanut Allergy

Overview

We are developing our lead CODIT product candidate, AR101, for the treatment of peanut allergy. Our initial target patient population is children and adolescents ages 4-17 years. AR101 is intended to desensitize patients to a level of peanut protein that substantially exceeds the amount typically encountered in an accidental exposure. Patients successfully treated with AR101 will still need to avoid the consumption of peanuts and foods containing peanuts, but we believe that protection against potential allergic reactions to accidental exposure will significantly improve the lives of food-allergic patients and their families.

We believe AR101, if approved, will provide allergists with a safe and practical means of providing oral desensitization treatment to their patients with peanut allergy. AR101 is designed to be taken orally once daily after having been mixed with a common age-appropriate food. As with OIT, patients would start with a very low dose of AR101 and gradually increase their dose over time. The initial assessment of patients and each initial increase in dosage would occur at an allergist's office. Based on our existing clinical data, we anticipate it will take patients approximately six months to reach a daily dose level of 300 mg of peanut protein. Patients would then continue on a daily 300 mg fixed dose, or the Therapeutic Dose. Based on independent scientific research, we anticipate that with continued therapeutic dosing, patients' level of desensitization will increase over time. In order to maintain desensitization, patients would need to continue to take a daily Therapeutic Dose; however, based on experience with OIT, we do not believe that the occasional failure to take the Therapeutic Dose will significantly affect desensitization.

Our dose escalation and therapeutic dosing regimens are set forth below:



For patients in the dose escalation phase of the AR101 treatment regimen, AR101 would be provided in a series of color coded pharmaceutical grade capsules of various dose levels. These capsules can be easily opened and emptied, with the contents then mixed with food. For patients who have reached the 300 mg Therapeutic Dose level, AR101 would be provided in an easy to open-and-empty sachet.

AR101 Product Characteristics

We believe the following characteristics of AR101 could enable it, if approved, to achieve widespread market acceptance and distinguish it from existing treatments and potentially competing products in development:

- *Proprietary Biologic Product:* Our proprietary formulation is a complex mixture of a full range of naturally occurring proteins and pharmaceutical-grade ingredients that we developed to enable the convenient dosing of consistent amounts of peanut protein with well-defined relative concentrations of peanut specific allergens.
- *Potential for Clinically Meaningful and Reliable Desensitization:* Based on the results of our clinical trials of AR101, we believe that patients who successfully complete the AR101 dose escalation regimen will be desensitized to a level of peanut protein that substantially exceeds the amount typically found in a peanut-contaminated food product, which we believe ranges from as little as a fraction of a peanut to as much as a single peanut (which typically contains between 250 mg and 300 mg of peanut protein). In addition, even if such patients have an allergic reaction, based on the results of our clinical trials of AR101, treatment with AR101 is associated with fewer and less severe reactions to accidental peanut exposures as well as increases in the amount of peanut tolerated with additional time on the AR101 300mg daily dose. Our clinical trials of AR101 and independent scientific research have indicated that clinically meaningful desensitization can be attained through an OIT treatment regimen, independent of sex, age and other demographics.
- *Potential for Rapid and Predictable Onset of Action:* In our Phase 2 and Phase 3 clinical trials of AR101, a clinically meaningful level of protection was achieved by most patients in the AR101 treatment group after as few as 22 weeks of dosing. Independent scientific research has also shown that continued maintenance dosing pursuant to an OIT treatment regimen can confer increased protection over time.
- *Attractive Safety Profile Observed in Clinical Trials:* In our Phase 2 and Phase 3 clinical trials of AR101, most patients experienced only mild, intermittent side effects commonly associated with food allergies during the dose escalation phase of treatment. The most frequent of these side effects included gastrointestinal symptoms ranging from itching of the lips to vomiting, hives, throat itching or discomfort, and nasal congestion. We believe that many of these side effects are associated with the increases in dosage amounts during the initial dose escalation phase of the treatment regimen. Once patients are desensitized and on Therapeutic Dose, we believe that they are likely to experience fewer side effects. This is especially believed to be true after the first approximately one year on therapy during which levels of pSIgE tend to be elevated (the HIgE phase).
- *Convenient Oral Administration:* AR101 is designed to be provided to patients as a convenient, orally administered, once daily therapy that is mixed with common age-appropriate foods. Compared to subcutaneous, epicutaneous or sublingual administration, we believe our CODIT approach represents a more convenient and practical method of dosing, particularly in young patients.
- *Direct, Targeted Route of Administration:* Oral administration of AR101 is designed to enable the allergen to interact directly with immune cells in the gastrointestinal tract responsible for mediating the allergic reaction to peanuts. Oral desensitization is believed to work by gradually shifting the balance of the immune system to dampen the allergic response in the case of accidental exposure.
- *Compatibility with Current Clinical Practice and Infrastructure:* The AR101 dose escalation regimen involves a series of visits to an allergist. This process is similar in many ways to existing regimens for the treatment of non-food allergies, such as pollen and pet dander, which we believe will facilitate adoption by allergists and reimbursement by payors if AR101 is approved.
- *CODIT Support Services:* We intend to provide physician education, patient guidance and other support services to facilitate the administration of AR101, if approved.

AR101 Clinical Development Program

Our development of AR101 leveraged the substantial pre-existing independent scientific research on peanut allergy and OIT. In connection with our IND submission, we licensed data from studies conducted at three leading academic research institutions that demonstrated the potential of using OIT to desensitize peanut allergic patients. We have also leveraged academic studies that have shown that the daily administration of a relatively low Therapeutic Dose can enable patients to attain and sustain a significant degree of desensitization.

Our clinical trial designs were developed following a review of the academic study protocols described above as well as protocols used in clinical practice. Many of the protocols used in clinical practice have maximum dose levels of several thousand milligrams of peanut protein and use aggressive dose-escalation rates to reach the maximum dose levels quickly. We believe that, as a result, patients under these protocols sometimes receive too much peanut protein too soon and consequently suffer anaphylaxis, contributing to the perception that OIT is not safe. In designing our clinical trials, we incorporated low initial dose levels, a gradual escalation of the dosing and much lower Therapeutic Dose levels. We believe this approach provides for an improved protocol and has the potential to enable patients to safely attain a clinically significant level of desensitization in a reasonable time frame.

We also believe that a successful oral desensitization treatment regimen requires a well-characterized and precisely manufactured drug product. Independent scientific research has shown that the quantity of peanut protein and the relative concentrations of key peanut proteins can vary widely between the different commercially available peanut products that could potentially be used as a source for oral desensitization therapy. These variations could significantly impact the reliability and safety of an oral desensitization treatment regimen. In order to reduce the potential for variability, we chose to use peanut flour solely from the Golden Peanut Company, or GPC, as the basis for AR101. In order to develop AR101 as an FDA-approvable biological product, we took the further step of characterizing the protein signature of GPC flour. Independent scientific research has identified numerous peanut proteins that are the allergens that cause allergic reactions to peanuts. Three of these proteins appear to be the most significant and representative of the levels of the other proteins. Our characterization of AR101 is based on measuring total protein amount and the concentrations of those three key proteins, as a proxy for the full range of allergenic proteins contained in AR101.

AR101 Phase 3 Development Program

We have developed AR101 in close consultation with the FDA and European regulatory authorities, including the EMA. In September 2014, the FDA granted AR101 Fast-Track designation for OIT of peanut sensitive adults and children and in June 2015, the FDA granted AR101 Breakthrough Therapy designation for OIT of peanut sensitive children and adolescents (ages 4 - 17). Sponsors of products under development with a Fast-Track designation or Breakthrough Therapy designation may have greater interactions with the FDA, including the involvement of more senior staff members, among other benefits intended to expedite the development and review of the product candidate. A product that receives these designations may be eligible for accelerated approval and priority review, if relevant criteria are met. See “—Government Regulation—Government Regulation in the United States—Expedited Review and Approval Programs” and “Risk Factors—Risks Related to Our Business—The regulatory approval process is lengthy, time-consuming and inherently unpredictable, and we may experience significant delays in obtaining regulatory approval of AR101, which would delay the commercialization of AR101, adversely impact our ability to generate revenue, and harm our business and our results of operations.”

We have had ongoing communications and meetings with the FDA relating to the clinical development of AR101 and its manufacture, including our most recent pre-BLA meeting in September 2018. We have had several country level scientific advice meetings with European regulatory authorities and our Pediatric Investigation Plan, or PIP, for AR101 has been approved by the EMA.

PALISADE Trial Design

In December 2015, we initiated the Phase 3 PALISADE trial, a randomized, double-blind, placebo-controlled study of AR101 for the treatment of peanut allergy in children and adults, which was expected to enroll approximately 500 patients between the ages of 4 and 55 in North America and Europe. The study protocol is largely a combination of the protocols for ARC001 and ARC002. Patients are randomized at a three to one ratio between the AR101 group and a placebo group. Patients are up-dosed to a daily 300 mg dose over a period of five to six months and then maintained at that dose level for approximately six months. At the end of the maintenance period, patients are administered a DBPCFC.

Based on the feedback from the FDA relating to the description of results of the DBPCFC, we decided to report the single highest tolerated dose in the food challenge as an appropriate and clinically meaningful measure of the results. The primary endpoint in PALISADE was different in the U.S. and European portions of the trial. In the United States, the primary efficacy endpoint was the single highest tolerated dose of 600 mg, which corresponds to a cumulative amount of 1,043 mg of peanut protein. In addition, we were required to show superiority of AR101 over placebo with a 15% margin. In Europe, the primary efficacy endpoint was the single highest tolerated dose of 1,000 mg, which corresponds to a cumulative amount of 2,043 mg peanut protein, and we were not required to show superiority of AR101 over placebo with a 15% margin. Following discussions with the FDA and the EMA in the first half of 2017, we decided to conduct the primary efficacy analysis for the PALISADE trial in the 4-17 age group, in which we enrolled and treated 496 patients, or 90%, of the total number of patients enrolled in the PALISADE trial. We conducted separate analyses on the adults enrolled in the study

We completed global enrollment of 554 patients between the ages of 4 and 49 in November 2016 and completed the final study for the PALISADE trial in December 2017. Per the statistical analysis plan, the primary endpoint assessments were conducted by an independent assessor who was not involved in the patient’s ongoing care in the trial and was blinded to treatment assignment and food challenge sequence.

In the PALISADE trial, patient demographics were generally balanced among patients ages 4-17 enrolled in the AR101 treatment arm as compared to patients ages 4-17 enrolled in the placebo treatment arm, as summarized in the baseline patient characteristic table below.

PALISADE Baseline Characteristics (Patients Ages 4-17)

Characteristics, n (%)	AR101 Patients (n=372)	Placebo Patients (n=124)	Total Patients (n=496)
Sex			
Male	208 (56%)	89 (72%)	284 (57%)
Female.....	164 (44%)	48 (39%)	212 (43%)
Age			
4-11 years	238 (64%)	89 (72%)	327 (66%)
12-17 years.....	134 (36%)	35 (28%)	169 (34%)
Baseline sensitivity			
Median (IQR*) skin-prick test (mm)	11 (9, 14.5)	12 (9, 15.3)	11 (9, 15)
Median (IQR) peanut-specific IgE (kU _A /L)	69 (19, 194)	75 (29, 251)	71 (20, 202)
Median maximum tolerated dose (mg)**	10	10	10
History of anaphylaxis	269 (72%)	89 (72%)	358 (72%)
Asthma	198 (53%)	65 (52%)	263 (53%)
Multiple food allergies	245 (66%)	80 (65%)	325 (66%)

* Intra-quartile range, 25th and 75th percentile

** Single highest tolerated dose in the entry DBPCFC

After approximately one year of treatment, in the DBPCFC exit challenge, 67.2% of AR101-treated patients ages 4-17 tolerated a single highest dose of at least 600 mg of peanut protein (1,043 mg cumulative) with no more than mild symptoms, compared to 4% of placebo-treated patients ages 4-17, corresponding to a difference in response rates of 63.2% (p<0.00001, 95% CI=53.0–73.3%). At 53%, the lower bound of the 95% confidence interval significantly exceeded the prespecified success criterion for the study, which was 15%. Additionally, 50.3% of AR101-treated patients ages 4-17 tolerated a single highest dose of 1,000 mg of peanut protein (2,043 mg cumulative) compared to 2.4% of placebo patients (p<0.00001).

ITT Efficacy: Percent of Patients (Ages 4-17 years) Tolerating Each Dose in Exit DBPCFC

	300 mg	600 mg	1000 mg
AR101 (n=372).....	76.6%	67.2%	50.3%
Placebo (n=124).....	8.1%	4.0%	2.4%
95% CI Difference.....	(58.6-78.5%)	(53.0-73.3%)	(38.0-57.7%)
p-value	p<0.00001	p<0.00001	p<0.00001

Of patients ages 4–17, 296 patients (79.6%) on the AR101 treatment arm completed the trial, compared to 115 patients (92.7%) on the placebo arm. Of patients ages 4-17 who completed the AR101 treatment arm of the study, 96.3% tolerated at least 300 mg (443 mg cumulative) of peanut protein in the exit DBPCFC, 84.5% tolerated at least 600 mg (1,043 mg cumulative) of peanut protein, and 63.2% tolerated 1,000 mg (2,043 mg cumulative) of peanut protein. Additionally, AR101 significantly reduced symptom severity at each exit DBPCFC dose level, compared to placebo.

PALISADE enrolled a highly sensitive and allergic patient population, and enrollment was balanced for baseline disease characteristics between the two treatment arms. The study enrolled patients who at baseline tolerated not more than 30 mg of peanut protein, and the patients ages 4-17, 72.2% had a past medical history of anaphylaxis and 52.8% of whom had a present or previous diagnosis of asthma. In addition, 65.5% of patients ages 4-17 reported multiple food allergies.

ARC004 Trial

In December 2016, we began enrolling eligible patients who had completed PALISADE into a related open-label roll-over trial, which we refer to as the ARC004 trial. The ARC004 trial is designed to test the durability of AR101 treatment response and dose forgiveness in a multi-arm design to inform the potential for reduced frequency of dosing during the continued immunomodulation phase of AR101 therapy. Patients who have completed PALISADE are provided the opportunity to roll over into the ARC004 trial. Patients who were in the AR101 treatment arm in PALISADE will continue to receive AR101 in ARC004. Patients who were in the placebo arm of PALISADE will undergo dose escalation with AR101 in ARC004 and then continue therapy at the daily Therapeutic Dose of AR101. Enrollment in ARC004 was completed in December 2017. In total, 388 of the 441 patients who completed PALISADE enrolled in the ARC004 trial.

RAMSES Trial

In May 2017, we began enrolling patients in our real-world experience safety trial of AR101 in the United States and Canada in patients ages 4-17, which we refer to as the RAMSES (Real-World AR101 Market-Supporting Experience Study in Peanut Allergic Children Ages 4-17 Years) trial. We completed enrollment in the RAMSES trial in September 2018. The safety profile observed in RAMSES was consistent with the safety profile of AR101 observed in PALISADE. RAMSES was a randomized 2:1, double-blind, placebo-controlled trial that enrolled 506 patients in the U.S. and Canada. The RAMSES trial did not require an oral food challenge for entry. Instead, patients were selected based on stringent entry criteria, including a well-documented medical history of IgE-mediated reactions to peanut (including anaphylaxis), skin prick test reactivity, and assessment of peanut-specific IgE levels. The study monitored treatment-emergent adverse events during a six-month dose escalation period. Patients were then followed in an open-label manner for at least six months on the daily Therapeutic Dose of AR101.

POSEIDON Trial

In December 2018, we initiated an international, randomized 2:1, double-blind, placebo-controlled Phase 3 trial to evaluate the efficacy and safety of AR101 in peanut-allergic children ages 1–3 years in five countries in North America and Europe, which we refer to as POSEIDON (Peanut Oral Immunotherapy Study of Early Intervention for Desensitization).

Controlled Population Safety Summary

The controlled population safety summary, submitted with our BLA for AR101 in December 2018 included data on 709 patients treated with AR101 and 292 patients treated with placebo in clinical trials ARC003 (PALISADE) and ARC007 (RAMSES) as of the data cut-off date of July 15, 2018. Among these 709 patients, approximately 80% completed the dose escalation phase of the trial and 0.6% experienced anaphylaxis. In addition, one patient (0.3%) experienced anaphylaxis during the Therapeutic Dose period of study ARC003. We have observed no cases of anaphylaxis following 52 weeks or more of treatment with AR101 at the Therapeutic Dose. In addition, 0.4% of AR101-treated patients were diagnosed with eosinophilic esophagitis, or EOE.

In the controlled population, the majority of subjects who discontinued therapy did so during dose escalation (11.3%) compared all 300 mg/day dosing (1.3%). Among placebo-treated patients, 2.4% discontinued due to adverse events during dose escalation and none discontinued during the fixed-dosing part of the study. The most common adverse events leading to discontinuation of study product during dose escalation were gastro-intestinal disorders (7.8%), respiratory, thoracic and mediastinal disorders, including throat irritation (2.5%), and immune system disorders (systemic allergic reactions, including anaphylaxis) (1.6%).

Treatment-emergent adverse events leading to discontinuation of study product are summarized by system organ class for the Controlled Population in the table below.

Treatment-Emergent Adverse Events Leading to Discontinuation of Study Product by System Organ Class and Preferred Term (Controlled Population)

System Organ Class Preferred Term	Combined IDE and Dose Escalation		Study ARC003 300 mg/day	
	AR101 (N = 709)	Placebo (N = 292)	AR101 (N = 310)	Placebo (N = 118)
Subjects with at least 1 adverse event	80 (11.3%)	7 (2.4%)	4 (1.3%)	0
Gastrointestinal disorders	55 (7.8%)	3 (1.0%)	0	0
Respiratory, thoracic, and mediastinal disorders	18 (2.5%)	3 (1.0%)	1 (0.3%)	0
Immune system disorders	11 (1.6%)	0	2 (0.6%)	0
Skin and subcutaneous tissue disorders	7 (1.0%)	2 (0.7%)	0	0
General disorders and administration site conditions	5 (0.7%)	0	1 (0.3%)	0
Infections and infestations	3 (0.4%)	0	1 (0.3%)	0
Nervous system disorders	3 (0.4%)	0	0	0
Psychiatric disorders	2 (0.3%)	1 (0.3%)	0	0
Eye disorders	1 (0.1%)	0	0	0
Injury, poisoning, and procedural complications	0	1 (0.3%)	0	0
Metabolism and nutrition disorders	1 (0.1%)	0	0	0
Neoplasms benign, malignant, and unspecified (including cysts and polyps)	1 (0.1%)	0	0	0
Vascular disorders	1 (0.1%)	0	0	0

At each level of summarization (any event, system organ class, and preferred term), subjects with more than 1 adverse event leading to discontinuation of study product were counted only once within each study period.

Initial Dose Escalation, or IDE.

In an exploratory analysis, 55 patients (41 AR101-treated and 14 placebo) between 18 and 49 years old were randomized into the study. Twenty-one AR101-treated patients discontinued treatment, seven due to adverse events. Among adults who completed the study, 85% of AR101-treated patients and 15% of placebo-treated patients tolerated 600 mg in the exit food challenge. While the majority of adults who completed the PALISADE trial in the AR101 arm successfully tolerated the 600 mg dosage (85%), the percentage of dropouts in the 18-49 age range was substantially higher than in our 4-17 year old study population thereby reducing the number of our ITT population in the 18-49 year old age range who successfully completed the DBPCFC. As a result, in the exploratory subpopulation ages 18-49, the ITT analysis did not show statistical significance at the 600 mg dose level.

Statistical significance is denoted by reference to the p-values in the Primary Endpoint and Additional Endpoints. The p-value is a measure that states the probability that a comparable or better result would be produced purely by chance. A p-value <0.00001 in the chart means that if the drug was only as effective as the placebo, there would be less than a 0.01% chance that a comparable or better result would be produced purely by chance. A p-value ≤0.05 is a commonly used criterion for statistical significance. When evaluating the potential efficacy of a drug product, the FDA reviews a statistical analysis to determine whether the results of the clinical trial demonstrated that the drug product was efficacious, and a showing of statistical significance in favor of the tested criterion supports the finding of efficacy.

10-K

ARTEMIS Trial

In July 2017, we began enrolling patients in our European Phase 3 efficacy trial designed with a higher efficacy bar in the same age group, which we refer to as the ARTEMIS (AR101 Trial in Europe Measuring oral Immunotherapy Success) trial. ARTEMIS, a randomized 3:1, double-blind, placebo-controlled trial in peanut-allergic children and adolescents ages 4-17 in Europe, will explore protection at an endpoint of tolerating a single dose of 1,000 mg of peanut protein (corresponding to a cumulative of 2,043 mg peanut protein) after nine months of treatment. The inclusion criteria for the trial will require that patients react at or before the 300 mg dose of the challenge. Patients will undergo approximately six months of dose escalation and then three months of the daily Therapeutic Dosing of AR101, followed by an exit DBPCFC. ARTEMIS builds on the observation that a very high proportion of patients in the ARC002 Phase 2 trial of AR101 were desensitized to a single dose of 1,000 mg of peanut protein at the nine-month endpoint. ARTEMIS is designed to confirm that finding in a double-blind, placebo-controlled setting. In February 2018, we completed enrollment of 175 patients in ARTEMIS, and we expect data from the ARTEMIS trial in the first quarter of 2019. We believe that ARTEMIS will help to enhance our knowledge about the timing and extent of desensitization offered by AR101 treatment. As we have engaged with more stakeholders across Europe, we have also come to understand that confirming that a higher efficacy level can be reached sooner would be important in obtaining labeling for protection against accidental exposure and supporting reimbursement applications for AR101, especially as we see increased focus on cost effectiveness throughout Europe.

We expect to file an MAA in the first half of 2019 and will include data from PALISADE, ARC004, RAMSES and ARTEMIS in such filing.

ARC005 Trial

Pursuant to our Pediatric Investigation Plan, we initiated a study of AR101, in peanut allergic patients ages 12 to 48 months in the fourth quarter of 2018 which we refer to as ARC005.

ARC008 Trial

All patients exiting RAMSES, ARTEMIS, ARC004 and ARC002 will be eligible to enroll in the ARC008 trial, which provides an opportunity for long-term safety surveillance and for patients to continue maintenance therapy at the target dose of 300 mg of AR101 at the dosing interval the patient had been receiving previously.

Additional Food Allergy Research and Development

We intend to leverage the expertise we gained in the clinical development of AR101 to advance additional CODIT candidates for a range of food allergy biotherapeutics to address high unmet need. We expect to leverage our expertise in the formulation and pharmaceutical development of biologic drug products from naturally available food protein to accomplish this goal. As with AR101, we expect this process to require the identification of key protein antigens and allergenic protein epitopes, the development of analytic methods, the creation of usable and stable formulations and the ability to manufacture supplies within strict pharmaceutical processes.

AR201 for Egg Allergy

Our Egg CODIT product candidate, AR201, is intended for the treatment of egg allergy in pediatric and young adult patients. Egg allergy is one of the most common food allergies in infants and young children. Published studies indicate that egg allergy is prevalent in approximately 1% of young children but resolves by age 16 in nearly 70% of patients and is therefore significantly less prevalent in the adult population. Based on our epidemiological analysis, we estimate the prevalence for egg allergy in two key markets, the United States and the European Union, to be approximately 1.5 million patients in the aggregate. Worldwide, we estimate that there are more than 6 million pediatric and adult patients, with a significant patient base in China and Japan, where egg is the most common food allergy. Allergists have observed that patients who have egg allergy that persist beyond childhood tend to be higher risk patients with more severe reactions, a population that is especially vulnerable to severe reactions in the case of accidental exposure. The ubiquity of egg in staple foods and current food labeling requirements make adherence to an avoidance diet especially difficult. Despite conscientious label reading, egg allergens can be present due to errors in food packaging and formulation as well as undisclosed ingredient substitutions.

These practical challenges along with the lack of proactive treatment represents a significant unmet need in pediatric and adult patients.

As a result, we believe there would be strong demand for an FDA-approved Egg CODIT product candidate. Review of our investigational new drug application, or IND, for AR201 was completed by the FDA in February 2019. As such, we have been cleared to advance AR201 into a Phase 2 clinical trial, which we expect to commence in mid-2019.

Other Research and Development Programs

We are exploring additional research and development programs evaluating the potential application of CODIT in other food allergies, including walnuts, other tree nuts and cow's milk.

We believe that approximately 0.4% - 0.6% of the U.S. population is allergic to walnuts. In addition, a high proportion of people who are allergic to walnuts are also allergic to pecans and other tree nuts due to preserved homology in allergenic epitopes. Tree nut allergy was estimated to be prevalent in approximately 2.3 million, or approximately 1%, of people ages 1-55 in the United States in 2017. Similar to the dynamic of peanut allergy, tree nuts can be difficult to avoid. Strict avoidance, supported by first line defense medication, such as epinephrine, is the standard of care. We are currently working on a formulation for a Walnut CODIT product candidate and are in parallel exploring the feasibility of a multi-nut formulation to desensitize against several tree nut allergies.

Cow's milk allergy is prevalent in approximately 1.7% of U.S. children, but resolves in nearly 80% of patients by age 16. Similar to the dynamics of egg allergy, cow's milk is particularly difficult to avoid considering it remains a cornerstone of nutrition and milk consumption is a key recommendation in the USDA's 2015-2020 Dietary Guidelines. More broadly, the ubiquity of milk and dairy consumption globally, supported by similar national dietary guidelines, translates into a 7 million global patient population. Similar to other allergy management paradigms, strict avoidance, supported by first line defense medication, such as epinephrine, is the standard of care.

Collaborations

Regeneron

In October 2017, we entered into a clinical collaboration with Regeneron and its strategic alliance collaborator, Sanofi, to study AR101 treatment with adjunctive dupilumab in peanut-allergic patients in a Phase 2 clinical trial. The planned Phase 2 clinical trial includes a proposed primary endpoint of tolerating a certain dose of peanut protein in a DBPCFC that will include doses matching and exceeding those being tested in our current and previous AR101 studies. The study also includes a proposed exploration of sustained unresponsiveness after discontinuation of therapy in another DBPCFC. Sustained unresponsiveness is achieved when, after a break in treatment, peanut-allergic patients are able to tolerate a defined amount of peanut protein with no more than mild allergic symptoms. Regeneron will sponsor the clinical trial, and we will provide clinical supply of AR101 and food challenge materials. The planned Phase 2 clinical trial began in October 2018.

Nestle Health Science

In November 2016, we entered into a two-year strategic collaboration with an affiliate of Nestle Health Science US Holdings, Inc. for the advancement of food allergy therapeutics and issued and sold to Nestle Health Science US Holdings, Inc. (together with its affiliate, Nestle Health Science) 7,552,084 shares of common stock in a private placement at a price of \$19.20 per share, which represented approximately 15.1% of our outstanding shares at the time of the transaction, for a total of \$145.0 million. Subject to certain limited exceptions, Nestle Health Science agreed to a two-year market standoff provision under which it agreed not to sell or transfer any of our common stock or other securities. Subject to certain limited exceptions, Nestle Health Science also agreed to a two-year standstill agreement under which Nestle Health Science agreed not to acquire us through any means. We agreed to register the resale of the shares that Nestle Health Science purchased on a registration statement to be filed with the SEC upon the request of Nestle Health Science, which cannot make the request prior to the 45th day preceding the end of the market standoff provision. The investment and the collaboration did not include any development milestones, product marketing rights or royalties.

In November 2018, Nestlé Health Science made an additional equity investment of \$98.0 million for 3,237,529 newly issued shares of our common stock at \$30.27 per share, increasing Nestlé Health Science's ownership of Aimmune to approximately 19%. We also entered into a two-year extension of the original two-year strategic collaboration agreement, focused on offering innovative food allergy therapies, with Nestlé Health Science. The agreement does not contain any partnership, collaboration, or negotiation restrictions on Aimmune. Aimmune retains all rights to its current and future pipeline assets, and Aimmune and Nestlé Health Science will collaborate towards successful development of such assets.

The initial investment launched a two-year strategic collaboration, which was extended for an additional two years in November 2018, between us and Nestle Health Science, the terms of which enable both parties to discuss our current and future oral immunotherapy development programs through a newly established pipeline forum. Nestle Health Science will provide ongoing scientific, regulatory, and commercial expertise and advice to us through the pipeline forum. Any information disclosed in the collaboration will remain our confidential information, and any new ideas or inventions that arise that relate to our products will be our solely owned intellectual property. If we elect to seek a partner or collaborator for one of our oral immunotherapy development programs during the two-year term of the collaboration, Nestle Health Science will have a three-month period to negotiate exclusively with us. During the term of the collaboration, and for so long as Nestle Health Science holds not less than ten percent of our outstanding common stock, Nestle Health Science will be entitled to designate one nominee to serve as a director on our Board of Directors. In November 2016, Greg Behar joined our Board of Directors on behalf of Nestle Health Science. The strategic collaboration agreement contains a non-competition covenant pursuant to which Nestle Health Science has agreed not to engage in certain activities relating to OIT for the treatment of food allergies.

Research and Development Expenses

A significant portion of our operating expenses relates to the development of AR101. For the years ended December 31, 2018, 2017 and 2016, our research and development costs were \$133.4 million, \$89.3 million, and \$54.6 million, respectively, and are included in the research and development expense line item in our Consolidated Statements of Operations and Comprehensive Loss. For further detail about the research and development activities, refer to the research and development section in the “Management’s Discussion and Analysis” in this Annual Report on Form 10-K.

Sales and Marketing

Subject to regulatory approval, we intend to commercialize AR101 in the United States and Europe by developing a specialty sales force targeting a subset of the approximately 5,000 practicing allergists in the United States as well as allergy-focused clinicians in major European markets. We anticipate that this sales force could also support the commercialization of additional CODIT product candidates, if approved. We intend to focus our sales efforts on patients with more moderate to severe food allergies, particularly children and adolescents. We do not anticipate that a DBPCFC will be a requirement for prescribing AR101 as DBPCFCs are not widely used as a diagnostic tool in current clinical practice. Our CODIT therapeutic approach for food allergies may encompass providing a range of services, including telephone and e-mail support for patients, physician awareness and education activities, reimbursement assistance, benefit navigation and co-pay and patient assistance programs. Based on the estimated direct medical expenses associated with peanut allergy and the estimated number of people with peanut allergy in the United States, we believe the potential market opportunity for approved peanut allergy treatments in the United States could exceed one billion dollars annually.

Manufacturing

We contract with and rely on third-party manufacturers to produce the food product and final biologic product for our product candidates and to package our product candidates. We have completed construction of a manufacturing facility in a leased building in Clearwater, Florida, at the site of one of our current contract manufacturers and installed equipment and qualified the operating systems in this new facility. This manufacturing facility became operational in November 2018. We plan to continue to rely on the contract manufacturer that is located at the same site to manage the operations of this new manufacturing facility. We also plan to rely on other contract manufacturers for the production of supply for our clinical trials, and if we receive regulatory approval for a product candidate, for commercial supply.

Our product candidates are manufactured in accordance with stringent manufacturing processes. Our processes are designed to ensure that the total protein content of each formulation and the relative concentrations of particular proteins are consistent. Through our contract manufacturers, we are capable of producing dosages for certain product candidates with protein content as small as 0.2 mg and have developed advanced analytical methods to ensure each dose contains precisely defined amounts of multiple well-characterized allergenic proteins. Our formulations are also designed to ensure that the drug product is acceptably stable and can be easily mixed with food.

AR101 is currently produced for us by a contract manufacturer using our proprietary process. This process involves several blending and characterization steps intended to ensure that each dose contains a precise amount of peanut flour containing a specific concentration of peanut protein. Because peanut flour is a sensitizing agent, AR101 must be produced on a manufacturing line that is physically separated from other manufacturing lines and that has its own ventilation system. The manufacturing line that we use to produce the clinical supply for our clinical trials will not be adequate to produce commercial supplies of AR101 and we expect to produce commercial supplies in our new manufacturing facility. We are also in the process of negotiating a supply agreement with our contract manufacturer pursuant to which the manufacturer would use our manufacturing line to produce commercial supplies of AR101 for us.

We also rely on separate contract manufacturers to provide packaging services for AR101. We plan on using blister packs and sachets as the final packaging configuration for our potential commercial launch of AR101. Stability testing of AR101 in the blister pack and sachet configurations is ongoing. Any complications with the stability testing in the blister pack or sachet configuration could delay the timing of our regulatory filings for AR101 and could result in a limited shelf life of the commercial product at the time of launch. In addition, regulatory authorities may not find our proposed packing configuration acceptable, which would also delay the timing of our regulatory filings or potential approval of AR101.

Supplying appropriate clinical trial materials for our ongoing and upcoming clinical trials on a timely basis is a complex operation. There are multiple doses in the dose escalation phase of our AR101 clinical trials. In addition, each subject can proceed through the dose escalation phase at a different rate depending on how the subject responds to each new dose. For example, a subject can move up to the next dose, remain on the current dose or move down to the prior lower dose during the dose escalation phase of our trials. We believe that this dosing flexibility improves outcomes for clinical trial subjects. But this dosing flexibility also increases the complexity of supplying the appropriate doses to each clinical site on a timely basis. In addition, we conduct clinical trials in Europe. EU regulations require that each lot of clinical trial material be certified and released by a designated qualified person, or QP. This certification and release process in the EU can cause delays in supplying clinical trial materials to clinical sites. Any delays or errors in our AR101 supply chain logistics could delay or adversely affect our clinical trials.

Contract manufacturers often encounter difficulties involving production yields, quality control and quality assurance, as well as shortages of qualified personnel. Qualifying manufacturers and providers of packaging services is a lengthy process. If at any time, one or more of our qualified contract organizations were not able to manufacture or package our drug product candidate or provide other requisite services, our business and financial condition could be materially adversely affected.

Our third-party suppliers (other than GPC), their facilities and all lots of product candidates used in our clinical trials and for commercial sales, if AR101 is approved, are required to be in compliance with current Good Manufacturing Practices, or cGMP. The cGMP regulations include requirements relating to organization and personnel, buildings and facilities, equipment, control of components and drug product containers and closures, production and process controls, packaging and labeling controls, holding and distribution, laboratory controls, records and reports, and returned or salvaged products. The manufacturing facilities for our products must be in compliance with these regulations to the FDA's satisfaction before any product is approved and we can manufacture commercial products. Our third-party manufacturers are also subject to periodic inspections of facilities by the FDA and other authorities, which may include the evaluation of procedures and operations used in the testing and manufacture of our products to assess compliance with applicable regulations. Further, producing commercial quantities of AR101 has required us to scale up our existing manufacturing process and design and institute rigorous quality control and assurance procedures in our new manufacturing facility. These procedures include qualification of the manufacturing equipment and building utility systems and validation of the manufacturing process at commercial scale. Designing and implementing these procedures are time-consuming and complex operations. Any aspects of this new manufacturing facility that do not meet the cGMP requirements to the FDA's satisfaction or the periodic inspections of facilities by the FDA and other authorities could cause a delay in the filing of an MAA for AR101.

Suppliers

Our lead product candidate, AR101, contains peanut flour and pharmaceutical-grade ingredients. We source the peanut flour from GPC, a wholly-owned subsidiary of Archer Daniels Midland. We chose to use peanut flour from GPC as the basis for AR101 because its peanut flour has been used in most of the leading academic studies of peanut allergy OIT and because we believe that the widespread use of GPC peanut products in the United States may make their peanut flour representative of the type of peanut protein that patients are most likely to encounter in an accidental exposure. The other ingredients in AR101, such as diluents, glidants and lubricants, are sourced from established producers of pharmaceutical grade ingredients. In order to develop AR101 as an FDA-approvable biological product, we took the further step of characterizing the protein signature of GPC flour. Independent scientific research has identified numerous peanut proteins that are the allergens that cause allergic reactions to peanuts. Three of these proteins appear to be the most significant and representative of the levels of the other proteins. Our characterization of AR101 is based on measuring total protein amount and the relative concentrations of those three key proteins as well as their potencies in an antibody binding assay.

We purchase standard food-grade peanut flour from GPC pursuant to a long-term exclusive commercial supply agreement, which was expanded and extended in January 2018. Under the terms of the restated agreement, we are obligated to purchase peanut flour exclusively from GPC, provided that GPC is able to supply the peanut flour in a timely manner with the quantity of peanut flour that we require. GPC is not allowed to sell several peanut flour products to any third party worldwide for use in OIT for the treatment or cure of peanut allergy, provided that we are in compliance with our exclusive purchase obligation and meet specified annual purchase commitments. The restated agreement remains in effect until ten years after the first delivery to us of peanut flour for commercial use and includes an option for us to extend the term for an additional five years. The restated agreement requires GPC to notify its wholesalers and distributors that the peanut flour products subject to the restated agreement cannot be used in OIT for the treatment or cure of peanut allergy. We also have a right of first refusal to obtain rights to new or existing GPC peanut flour products that are not already covered by the restated agreement if a third party intends to use the new or existing GPC product in OIT for the treatment of or cure of peanut allergy. We may terminate the restated agreement at any time for any reason upon providing 60 days' written notice to GPC. Either party may terminate the restated agreement if the other party fails to cure their material breach within 30 days of receiving notice of such breach from the non-breaching party or if the other party fails to perform their obligations under the agreement for a continuous period of 120 days due to a force majeure event or an insolvency or bankruptcy-related events.

In connection with the amendment and restatement of the agreement, we issued Archer Daniels Midland Company 300,000 shares of our common stock, vesting over a 3.5-year period. Subject to certain exceptions, in the event that the price per share of our common stock were to fall below a specified level, the restated agreement provides that GPC would only be prohibited from selling one peanut flour product to any third party in the United States, Mexico, Canada, the European Union or Japan for use in OIT for the treatment or cure of peanut allergy.

From time to time, we have and may, in the ordinary course of business, continue to enter into commercial supply agreements with third-parties for the supply of ingredients and proteins necessary for our other product candidates in the ordinary course of business. For example, in December 2018, we entered into an exclusive supply agreement for egg protein with Michael Foods, Inc. Pursuant to the agreement, we have exclusive access to the clinical and commercial use of Michael Foods' egg products for any egg allergy treatment, prevention or cure for a period of up to 15 years beyond the potential approval of AR201.

Intellectual Property

We have filed patent applications in the United States and international patent applications pursuant to the Patent Cooperation Treaty relating to AR101 and certain of our other product candidates. Two patents, covering the formulation of and certain of our manufacturing methods for AR101, have been issued in the United States. There is no assurance that any additional patents will be issued from any of our pending patent applications. Even if patents do issue, there can be no assurance that the scope of the claims contained in the patents will be broad enough to provide protection from potentially competing products. If issued, our patents relating to AR101 are projected to expire in 2034 without taking into account any potential patent term extensions. Our patent applications seek protection relating to our formulations, methods of manufacture and improved methods for treating food allergies. We do not own or license, and do not anticipate that we will be able to obtain, a composition of matter patent over the active pharmaceutical ingredient in AR101 or for any other product candidates that are based on widely or readily available food products.

In addition to patents, we rely upon trade secrets, know-how, and continuing technological innovation to develop and maintain our competitive position. We protect our proprietary information, in part, using confidentiality agreements with our partners, collaborators, contract manufacturers, suppliers, employees and consultants and invention assignment agreements with our employees. We also have confidentiality agreements or invention assignment agreements with our partners and consultants. Despite these measures, any of our intellectual property and proprietary rights could be challenged, invalidated, circumvented, infringed or misappropriated, or such intellectual property and proprietary rights may not be sufficient to permit us to take advantage of current market trends or otherwise to provide competitive advantages.

Competition

Our industry is highly competitive and subject to rapid and significant technological change. While we believe that our development experience and scientific knowledge provide us with competitive advantages, we may face competition from large pharmaceutical and biotechnology companies, smaller pharmaceutical and biotechnology companies, specialty pharmaceutical companies, generic drug companies, academic institutions, government agencies and research institutions and others.

Many of our potential competitors may have significantly greater financial, technical and human resources than we have. Mergers and acquisitions in the pharmaceutical and biotechnology industries may result in even more resources being concentrated among a smaller number of our competitors. Our commercial opportunity could be reduced or eliminated if our competitors develop or market products or other novel technologies that are more effective, safer or less costly than any that will be commercialized by us, or if they obtain regulatory approval for their product candidates more rapidly than we may obtain approval for ours. Our success will be based in part on our ability to identify, develop and manage a portfolio of drugs that are safer, more efficacious and/or more cost-effective than alternative therapies.

Currently there are no approved medical therapies for the treatment of food allergies. In October 2017, DBV Technologies S.A. announced results from its completed Phase 3 clinical trial evaluating Viaskin Peanut, a patch technology that epicutaneously delivers food allergens to the patient with the goal of desensitizing the patient to the allergens, in peanut-allergic patients (4 to 11 years of age). DBV submitted, and then subsequently withdrew, a BLA for this product. However, DBV may resubmit the BLA after additional discussions with the FDA. If AR101 and/or any additional product candidate of ours is approved, they may face competition from DBV's product candidates, if approved. AnaptysBio, Inc. is developing an IL-33 antibody, ANB020, for the treatment of atopic diseases including atopic dermatitis, eosinophilic asthma and previously, peanut allergy. Until recently, ANB020 is under investigation in a Phase 2a trial of approximately 20 adults with peanut allergy. IL-33 is an epithelial-derived pro-inflammatory cytokine implicated in atopic disease though its role in allergic inflammation is not fully understood. It is unclear at this time whether anti-IL-33 will have clinical meaningfulness in peanut allergy as monotherapy, either with or without co-administration of native antigen and it is unclear whether AnaptysBio, Inc. will continue to develop ANB020 for the treatment of peanut allergy.

We may also face competition from allergists who decide to provide OIT and other desensitization therapies to their patients using their own formulations of food allergens and treatment protocols rather than adopting our product candidates or we may face competition from companies that develop their own OIT products, other desensitization therapy products or products intended to prevent the onset of food allergies in infants or young children. In addition, peanut allergic patients may attempt to use food products as a substitute for AR101 in the fixed dosing portion of our AR101 treatment program.

In the future, we may face competition from competitors seeking to use AR101 as a reference product while developing a biosimilar product candidate using the FDA's abbreviated approval pathway for biosimilar products. The abbreviated regulatory pathway created pursuant to the Biologics Price Competition and Innovation Act of 2009, or BPCIA, establishes legal authority for the FDA to review and approve biosimilar biologics. To be considered a biosimilar, a product candidate must be highly similar to the reference product notwithstanding minor differences in clinically inactive components. In addition, there can be no clinically meaningful differences between the product candidate and the reference product in terms of the safety, purity, and potency of the product. We believe that the relative concentrations of relevant proteins in the peanut flour we source pursuant to our exclusive contract with the GPC are significantly different from the concentrations of proteins found in other commercially available sources of peanut flour, and that a product candidate using different concentrations of such proteins or different proteins might not be considered "highly similar" to AR101 by the FDA. Such a product candidate would not be eligible for the biosimilar approval pathway. However, there can be no guarantee that the FDA would agree with this interpretation.

Under the BPCIA, a reference product may be eligible for a 12-year period of exclusivity starting from the date that the product is first licensed by the FDA pursuant to the approval of a BLA, during which time no approval of a biosimilar product under the abbreviated approval pathway may be made effective. We believe that if the FDA approves a BLA for AR101, AR101 should qualify for this 12-year period of market exclusivity, known as reference product exclusivity, such that no approval of a biosimilar version of our product could become effective prior to the expiration of that 12-year period. However, these exclusivity provisions have been subject to various interpretations that have not yet been fully addressed by the FDA, and there is a risk that this exclusivity could be shortened due to congressional action or otherwise, or that the FDA will not consider AR101 to be eligible for reference product exclusivity, potentially creating the opportunity for competition sooner than anticipated. In addition, even if AR101 were to receive reference product exclusivity, a competitor may seek approval of a product candidate under a full BLA rather than a biosimilar product application. In such a case, although the competitor would not enjoy the benefits of the abbreviated pathway for biosimilar approval created under the BPCIA, the FDA would not be precluded from making effective an approval of the competitor product pursuant to a BLA prior to the expiration of our 12-year period of marketing exclusivity.

Coverage and Reimbursement

Significant uncertainty exists as to the coverage and reimbursement status of any product candidates for which we obtain regulatory approval. In the United States and markets in other countries, sales of any products for which we receive regulatory approval for commercial sale will depend in part on the availability of coverage and adequate reimbursement from third-party payors. Third-party payors include government payor programs (such as Medicare and Medicaid in the United States), managed care plans, private health insurers and other organizations. The process for determining whether a payor will provide coverage for a product may be separate from the process for setting the price or reimbursement rate that the payor will pay for the product. Third-party payors may limit coverage to specific products on an approved list, or formulary, which might not include all of the drug products for a particular indication. Third-party payors are increasingly challenging the price and examining the medical necessity and cost-effectiveness of medical products and services, in addition to their safety and efficacy. We may need to conduct expensive pharmacoeconomic studies in order to demonstrate the medical necessity and cost-effectiveness of our products, in addition to the studies required to obtain regulatory approvals. In the United States, decisions regarding the extent of coverage and amount of reimbursement to be provided for our products, if approved, will be made on a payor by payor basis. Each payor determines whether or not it will provide coverage for a drug, what amount it will pay for the drug, and on what tier of its formulary the drug will be placed. The drug's formulary placement generally determines the out-of-pocket costs to a patient in order to obtain the drug and can strongly influence the adoption of a drug by patients and physicians. Patients who are prescribed treatments for their conditions and providers performing the prescribed services generally rely on third-party payors to reimburse all or part of the associated healthcare costs. Patients are unlikely to use our products unless coverage is provided, and reimbursement is adequate to cover a significant portion of the cost of our products and related services.

The cost of pharmaceuticals continues to generate substantial governmental, third-party payor and media interest. We expect that the pharmaceutical industry will experience pricing pressures due to the trend toward managed healthcare, the increasing influence of managed care organizations and possible legislative proposals. Third-party payors are increasingly challenging the prices charged for medical products and services and examining the medical necessity and cost-effectiveness of medical products and services, in addition to their safety and efficacy. If these third-party payors do not consider our products to be cost-effective compared to other available therapies, they may not cover our products after approval as a benefit under their plans or, if they do, the level of payment may not be sufficient to allow us to sell our products at a profit. The U.S. government, state legislatures and foreign governments have shown significant interest in implementing cost containment programs to limit the growth of government-paid healthcare costs, including price controls, restrictions on coverage and reimbursement and requirements for substitution of generic products for branded prescription drugs. Adoption of such controls and measures, and tightening of restrictive policies in jurisdictions with existing controls and measures, could limit payments for pharmaceuticals such as the drug candidates that we are developing and could adversely affect our net revenue and results.

Different pricing and reimbursement schemes exist in each country. In the European Community, governments influence the price of pharmaceutical products through their pricing and reimbursement rules and control of national healthcare systems that fund a large part of the cost of those products to consumers. Some jurisdictions operate positive and negative list systems under which products may only be marketed once a reimbursement price has been agreed. To obtain reimbursement or pricing approval, some of these countries may require the completion of clinical trials that compare the cost-effectiveness of a particular drug candidate to currently available treatment approaches. Other member states allow companies to set their own prices for medicines but monitor and control company profits. The downward pressure on healthcare costs in general, particularly prescription drugs, has become very intense. As a result, increasingly high barriers are being erected to the entry of new products. In addition, in some countries, cross-border imports from low-priced markets exert a commercial pressure on pricing within a country. There can be no assurance that any country that has price controls or reimbursement limitations for drug products will allow favorable reimbursement and pricing arrangements for any of our products.

Significant uncertainty also surrounds the reimbursement of allergists for administering the anticipated treatment regimen for AR101 and our other products candidates. In the United States, it is not certain whether the existing medical claim reimbursement codes used to compensate physicians for their time in administering a therapy will be adequate to compensate for a physician's time in administering AR101 dose escalation visits. We may decide to support the creation of new codes and associated reimbursement rates to ensure that clinicians are adequately compensated; however, creation of new codes is a complicated and lengthy process, and we may not be successful in any such efforts. In addition, if a new code is supported by the American Medical Association, or the AMA, there is no guarantee that a third-party payor will provide reimbursement for such code as that decision is solely in the payor's discretion and must be negotiated on a case by case basis between providers and payors. In markets outside of the United States, we will need to evaluate clinician compensation mechanisms in each market to determine whether there is appropriate payment of physicians for administration of the treatment regimens.

Healthcare Reform

In the United States and certain foreign jurisdictions, there have been, and we expect there will continue to be, a number of legislative and regulatory changes to the healthcare system that could affect our future results of operations as we begin to directly commercialize our products.

In particular, there have been and continue to be a number of initiatives at the U.S. federal and state level that seek to reduce healthcare costs. Initiatives to reduce the federal deficit and to reform healthcare delivery are increasing cost-containment efforts. We anticipate that Congress, state legislatures and the private sector will continue to review and assess alternative benefits, controls on healthcare spending through limitations on the growth of private health insurance premiums and Medicare and Medicaid spending, the creation of large insurance purchasing groups, price controls on pharmaceuticals and other fundamental changes to the healthcare delivery system. Any proposed or actual changes could limit or eliminate our spending on development projects and affect our ultimate profitability.

In March 2010, the Affordable Care Act was signed into law, which substantially changed the way healthcare is financed by both governmental and private insurers. The Affordable Care Act, among other things, established: an annual, nondeductible fee on any entity that manufactures or imports certain branded prescription drugs and biologic agents; revised the methodology by which rebates owed by manufacturers for covered outpatient drugs under the Medicaid Drug Rebate Program are calculated; increased the minimum Medicaid rebates owed by most manufacturers under the Medicaid Drug Rebate Program; extended the Medicaid Drug Rebate program to utilization of certain injectable outpatient drugs, as well as prescriptions of individuals enrolled in Medicaid managed care organizations.

We expect that the current Presidential Administration and U.S. Congress will likely continue to seek to modify, repeal, or otherwise invalidate all, or certain provisions of, the Affordable Care Act. Since its enactment, there have also been other judicial and Congressional challenges to certain aspects of the Affordable Care Act. As a result, there have been delays in the implementation of, and action taken to repeal or replace, certain aspects of the Affordable Care Act. Recently, the Tax Cuts and Jobs Act (the "Tax Act") was enacted, which, among other things, removes penalties for not complying with the Affordable Care Act's individual mandate to carry health insurance. Further, on December 14, 2018, a U.S. District Court Judge in the Northern District of Texas, ruled that the individual mandate is a critical and inseparable feature of the Affordable Care Act, and therefore, because it was repealed as part of the Tax Act, the remaining provisions of the Affordable Care Act are invalid as well. While the Trump Administration and the Centers for Medicare & Medicaid Services have both stated that the ruling will have no immediate effect, it is unclear how this decision, subsequent appeals, if any, will impact the law. Any changes will likely take time to unfold and it is uncertain if any such changes may impact our business.

In addition, recently, there has been heightened governmental scrutiny over the manner in which manufacturers set prices for their marketed products, which has resulted in several Congressional inquiries and proposed and enacted legislation designed to, among other things, bring more transparency to product pricing, review the relationship between pricing and manufacturer patient programs, and reform government program reimbursement methodologies for medical products. Individual states in the United States have also become increasingly aggressive in passing legislation and implementing regulations designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing.

In addition, third-party payors may revise the payment methodologies used to determine reimbursement amounts. This includes annual updates to payments to physicians for the procedures performed using our products, which could directly impact the demand for any of our product candidates that may be approved.

In the future, there may continue to be additional proposals relating to the reform of the United States healthcare system, some of which could further limit the prices we are able to charge for our products candidates, or increase the co-pay obligations of patients.

Government Regulation

Government Regulation in the United States

Government authorities in the United States at the federal, state and local level, as well as in foreign countries, extensively regulate, among other things, the research, development, testing, manufacturing, labeling, packaging, promotion, advertising, storage, distribution, marketing, post-approval monitoring and reporting, and export and import of biologics such as those we are developing. We, along with third-party contractors, will be required to navigate the various pre-clinical, clinical and commercial requirements of the governing regulatory agencies of the countries in which we wish to conduct studies or seek approval or licensure of our product candidates. The process of obtaining regulatory approvals and the subsequent compliance with appropriate federal, state, local, and foreign statutes and regulations require the expenditure of substantial time and financial resources.

Overview of Biologics Regulation in the United States

In the United States, our product candidates are regulated by the FDA as biologics under the Federal Food, Drug, and Cosmetic Act, or the FDCA, the Public Health Service Act, or PHSA, and regulations implemented by the FDA. Section 351(i)(1) of the PHSA defines a biological product (biologic) as a virus, therapeutic serum, toxin, antitoxin, vaccine, blood, blood component or derivative, allergenic product, protein (except any chemically synthesized polypeptide), or analogous product applicable to the prevention, treatment, or cure of a disease or condition of human beings. The process required by the FDA before biologic product candidates may be marketed in the United States generally involves the following:

- completion of pre-clinical laboratory tests and animal studies performed in accordance with the FDA's Good Laboratory Practices, or GLP, regulations;
- submission to the FDA of an IND which must become effective before human clinical trials may begin and must be updated annually;
- approval by an independent Institutional Review Board, or IRB, or ethics committee at each clinical site before the trial is initiated;
- performance of adequate and well-controlled clinical trials to establish the safety, purity and potency of the proposed biologic product candidate for its intended purpose;
- preparation, and submission to the FDA, of a BLA after completion of clinical trials;
- a determination by the FDA within 60 days of its receipt of a BLA to file the application for review;
- satisfactory completion of an FDA Advisory Committee review, if applicable;
- satisfactory completion of an FDA pre-approval inspection of the manufacturing facility or facilities at which the proposed product is produced to assess compliance with cGMP requirements, and to assure that the facilities, methods and controls are adequate to preserve the biological product's continued safety, purity and potency; and
- FDA review and approval of the BLA prior to any commercial marketing or sale of the product in the United States.

Pre-clinical Studies and IND Application

Prior to beginning the first clinical trial with a product candidate, we must submit an IND to the FDA. An IND is a request for authorization from the FDA to administer an investigational new drug product to humans. The central focus of an IND submission is on the general investigational plan and the protocol(s) for clinical trials. The IND also generally includes results of animal and in vitro studies assessing the toxicology, pharmacokinetics, pharmacology, and pharmacodynamic characteristics of the product; chemistry, manufacturing, and controls information; and any available human data or literature to support the use of the investigational product. We filed an IND for AR201 in December 2018 for use in oral desensitization therapy for egg allergy in children and adults. We filed an IND for AR101 in April 2013 for use in oral desensitization therapy for peanut allergy in children and adults. Because there are no robust animal models of egg or peanut allergy, we did not conduct any pre-clinical efficacy studies of AR201 or AR101. In addition, because AR201 and AR101 are based on food products, the FDA did not require us to submit any pre-clinical toxicology data.

Clinical Trials

An IND must become effective before human clinical trials may begin. An IND will automatically become effective 30 days after receipt by the FDA, unless before that time the FDA raises concerns or questions related to the proposed clinical trials. In such a case, the IND may be placed on clinical hold and the IND sponsor and the FDA must resolve any outstanding concerns or questions before the clinical trials can begin. Accordingly, submission of an IND may or may not result in the FDA allowing clinical trials to commence.

Clinical trials involve the administration of the investigational product to human subjects under the supervision of qualified investigators in accordance with Good Clinical Practices, or GCPs, which include the requirement that all research subjects provide their informed consent for their participation in any clinical trial. Clinical trials are conducted under protocols detailing, among other things, the objectives of the study, the parameters to be used in monitoring safety and the effectiveness criteria to be evaluated. Each clinical protocol and any subsequent protocol amendments must be submitted to the FDA as part of the IND, and an IRB at each site where the study is to be conducted must also approve the study. The IRB must monitor the study until completed. There are also requirements governing the reporting of ongoing clinical trials and clinical trial results to public registries. Clinical trials typically are conducted in three or four sequential phases, but the phases may overlap or be combined.

- *Phase I.* The investigational product is initially introduced into healthy human subjects or patients with the target disease or condition. These studies are designed to evaluate the safety, dosage tolerance, metabolism and pharmacologic actions of the investigational product in humans, the side effects associated with increasing doses, and, if possible, to gain early evidence on effectiveness.

- *Phase 2.* The investigational product is administered to a limited patient population to evaluate dosage tolerance and optimal dosage, identify possible adverse side effects and safety risks and preliminarily evaluate efficacy.
- *Phase 3.* The investigational product is administered to an expanded patient population, generally at geographically dispersed clinical study sites to generate enough data to statistically evaluate dosage, clinical effectiveness and safety, to establish the overall benefit-risk relationship of the investigational product, and to provide an adequate basis for product licensure.
- *Phase 4.* In some cases, the FDA may condition approval of a BLA for a product candidate on the sponsor's agreement to conduct additional clinical trials after approval. In other cases, a sponsor may voluntarily conduct additional clinical trials after approval to gain more information about the product. Such post-approval studies are typically referred to as Phase 4 clinical trials.

The FDA, the IRB, or the clinical trial sponsor may suspend or terminate a clinical trial at any time on various grounds, including a finding that the research subjects are being exposed to an unacceptable health risk. Additionally, some clinical trials are overseen by an independent group of qualified experts organized by the clinical trial sponsor, known as a data safety monitoring board or committee. This group provides authorization for whether or not a trial may move forward at designated check points based on access to certain data from the trial. We may also suspend or terminate a clinical trial based on evolving business objectives and/or competitive climate. Concurrent with clinical trials, companies may complete additional in vitro studies and develop additional information about the biological characteristics of the product candidate and must finalize a process for manufacturing the product in commercial quantities in accordance with cGMP requirements. The manufacturing process must be capable of consistently producing quality batches of the product candidate and, among other things, must develop methods for testing the safety, purity and potency of the final product. Additionally, appropriate packaging must be selected and tested, and stability studies must be conducted to demonstrate that the product candidate does not undergo unacceptable deterioration over its shelf life.

Review and Approval of a BLA

Assuming successful completion of all required testing in accordance with all applicable regulatory requirements, detailed information regarding the investigational product is submitted to the FDA in the form of a BLA requesting approval to market the product for one or more indications. The BLA must include all relevant data available from pertinent pre-clinical and clinical trials, including negative or ambiguous results as well as positive findings, together with detailed information relating to the product's chemistry, manufacturing, controls, and proposed labeling, among other things. Data can come from company-sponsored clinical trials intended to test the safety and effectiveness of a use of the product, or from a number of alternative sources, including studies initiated by investigators. Under federal law, the submission of most BLAs is subject to an application user fee, and the sponsor of an approved BLA is also subject to annual product and establishment user fees. These fees are typically increased annually. A waiver of user fees may be obtained under certain limited circumstances. Applications for certain products, such as allergenic extracts, are exempt from such user fees and may not be subject to review under the same timelines as applications for user-fee-paying products.

Once a BLA has been submitted, the FDA's goal is generally to review the application within ten months after it accepts the application for filing, or, if the application relates to an unmet medical need in a serious or life-threatening indication, six months after the FDA accepts the application for filing. However, these review timelines may not apply to BLAs submitted for allergenic extract products. Moreover, the review process is often significantly extended by FDA requests for additional information or clarification. The FDA reviews a BLA to determine, among other things, whether a product is safe, pure and potent and the facility in which it is manufactured, processed, packed, or held meets standards designed to assure the product's continued safety, purity and potency.

Before approving a BLA, the FDA typically will inspect the facility or facilities at which the product is manufactured. The FDA will not approve the application unless it determines that the manufacturing processes and facilities are in compliance with cGMP requirements and adequate to assure consistent production of the product within required specifications. Additionally, before approving a BLA, the FDA will typically inspect one or more clinical sites to assure compliance with GCP requirements. If the FDA determines that the application, manufacturing process or manufacturing facilities are not acceptable, it will outline the deficiencies in the submission and often will request additional testing or information. Notwithstanding the submission of any requested additional information, the FDA ultimately may decide that the application does not satisfy the regulatory criteria for approval.

The FDA is required to refer an application for a novel product to an advisory committee or explain why such referral was not made. Typically, an advisory committee is a panel of independent experts, including clinicians and other scientific experts, that reviews, evaluates and provides a recommendation as to whether the application should be approved and under what conditions. The FDA is not bound by the recommendations of an advisory committee, but it considers such recommendations carefully when making decisions.

After the FDA evaluates a BLA and conducts inspections of manufacturing facilities where the investigational product and/or its substance will be produced, the FDA may issue an approval letter or a Complete Response Letter. An approval letter authorizes commercial marketing of the product with specific prescribing information for specific indications. A Complete Response Letter indicates that the review cycle of the application is complete, and the application is not ready for approval. A Complete Response Letter may require additional clinical data and/or an additional pivotal Phase 3 trial or trials, and/or other significant, expensive and time-consuming requirements related to clinical trials, pre-clinical trials or manufacturing. Even if such additional information is submitted, the FDA may ultimately decide that the BLA does not satisfy the criteria for approval. The FDA may also approve the BLA with a Risk Evaluation and Mitigation Strategy, or REMS, plan to mitigate risks, which could include medication guides, physician communication plans, or elements to assure safe use, such as restricted distribution methods, patient registries and other risk minimization tools. The FDA also may condition approval on, among other things, changes to proposed labeling, development of adequate controls and specifications, or a commitment to conduct one or more post-market studies or clinical trials and may limit further marketing of the product based on results of these post-marketing studies. Such post-market testing may include Phase 4 trials and surveillance to further assess and monitor the product's safety and effectiveness after commercialization. In addition, once approved, the FDA may withdraw the product approval if compliance with pre- and post-marketing regulatory standards is not maintained or if problems occur after the product reaches the marketplace. New government requirements, including those resulting from new legislation, may also be established, or the FDA's policies may change, which could delay or prevent regulatory approval of our products under development.

Expedited Review and Approval Programs

A sponsor may seek approval of its product candidate under programs designed to accelerate FDA's review and approval of new drugs and biological products that meet certain criteria. Specifically, new drugs and biological products are eligible for Fast-Track designation if they are intended to treat a serious or life-threatening disease or condition and demonstrate the potential to address unmet medical needs for that disease or condition. For a Fast-Track product, the FDA may consider sections of the BLA for review on a rolling basis before the complete application is submitted if relevant criteria are met. A Fast-Track designated product candidate may also qualify for expedited review, under which the FDA generally sets the target date for FDA action on the BLA at six months after the FDA accepts the application for filing. If criteria are not met for expedited review, the application is subject to the standard FDA review period applicable to PDUFA-exempt applications.

Under the accelerated approval program, the FDA may approve a BLA on the basis of either a surrogate endpoint that is reasonably likely to predict clinical benefit, or on a clinical endpoint that can be measured earlier than irreversible morbidity or mortality, that is reasonably likely to predict an effect on irreversible morbidity or mortality or other clinical benefit, taking into account the severity, rarity, or prevalence of the condition and the availability or lack of alternative treatments. Post-marketing studies or completion of ongoing studies after regulatory approvals are generally required to verify the biologic's clinical benefit in relationship to the surrogate endpoint or ultimate outcome in relationship to the clinical benefit. In September 2014, the FDA granted AR101 Fast-Track designation.

In 2012, Congress enacted the Food and Drug Administration Safety and Innovation Act, or FDASIA. This law established a regulatory scheme allowing for expedited review of products designated as "Breakthrough Therapies." A product may be designated as a Breakthrough Therapy if it is intended, either alone or in combination with one or more other products, to treat a serious or life-threatening disease or condition and preliminary clinical evidence indicates that the product may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. The FDA may take certain actions with respect to Breakthrough Therapies, including holding meetings with the sponsor throughout the development process; providing timely advice to the product sponsor regarding development and approval; involving more senior staff in the review process; assigning a cross disciplinary project lead for the review team; and taking other steps to design the clinical trials in an efficient manner.

Post-Approval Requirements

Biologics manufactured or distributed pursuant to FDA approvals are subject to pervasive and continuing regulation by the FDA, including, among other things, requirements relating to recordkeeping, periodic reporting, product sampling and distribution, advertising and promotion and reporting of adverse experiences with the product. After approval, most changes to the approved product, such as adding new indications or other labeling claims are subject to prior FDA review and approval. There also are continuing, annual user fee requirements for any marketed products. Manufacturers of biologics and their subcontractors are required to register their establishments with the FDA and certain state agencies and are subject to periodic unannounced inspections by the FDA and state agencies for compliance with cGMP requirements, which impose certain procedural and documentation requirements upon us and our third-party manufacturers. Changes to the manufacturing process are strictly regulated, and, depending on the significance of the change, may require prior FDA approval before being implemented. FDA regulations also require investigation and correction of any deviations from cGMP and impose reporting and documentation requirements upon us and any third-party manufacturers that we may decide to use. Accordingly, manufacturers must continue to expend time, money and effort in the area of production and quality control to maintain compliance with cGMP and other aspects of regulatory compliance.

The FDA may withdraw approval if compliance with regulatory requirements and standards is not maintained or if problems occur after the product reaches the market. Later discovery of previously unknown problems with a product, including adverse events of unanticipated severity or frequency, or with manufacturing processes, or failure to comply with regulatory requirements, may result in revisions to the approved labeling to add new safety information; imposition of post-market studies or clinical trials to assess new safety risks; or imposition of distribution restrictions or other restrictions under a REMS program. Other potential consequences include, among other things:

- restrictions on the marketing or manufacturing of the product, complete withdrawal of the product from the market or product recalls;
- fines, warning letters or holds on post-approval clinical trials;
- refusal of the FDA to approve pending applications or supplements to approved applications, or suspension or revocation of product license approvals;
- product seizure or detention, or refusal to permit the import or export of products; or
- injunctions or the imposition of civil or criminal penalties.

The FDA strictly regulates the marketing, labeling, advertising, and promotion of biologics. A company may make only those claims relating to safety and efficacy, purity and potency that are approved by the FDA and in accordance with the provisions of the approved label. The FDA and other agencies actively enforce the laws and regulations prohibiting the promotion of off-label uses, and a company that is found to have improperly promoted off-label uses may be subject to significant liability. Failure to comply with these requirements can result in, among other things, adverse publicity, warning letters, corrective advertising and potential civil and criminal penalties. Physicians may prescribe legally available products for uses that are not described in the product's labeling and that differ from those tested by us and approved by the FDA. Such off-label uses are common across medical specialties. Physicians may believe that such off-label uses are the best treatment for many patients in varied circumstances. The FDA does not regulate the behavior of physicians in their choice of treatments. The FDA does, however, restrict manufacturers' communications on the subject of off-label use of their products.

Abbreviated Licensure Pathway of Biological Products as Biosimilar or Interchangeable

The Affordable Care Act, or ACA, signed into law on March 23, 2010, included the BPCIA, which amended the PHSA and established a regulatory scheme authorizing the FDA to approve biosimilars and interchangeable biosimilars. To date, few biosimilars have been licensed under the BPCIA, and numerous biosimilars have been approved in Europe. The FDA has issued several guidance documents outlining its current approach to the review and approval of biosimilars.

Under the BPCIA, a manufacturer may submit an application for licensure of a biologic product that is "biosimilar to" or "interchangeable with" a previously approved biological product or "reference product." In order for the FDA to approve a biosimilar product, it must find that there are no clinically meaningful differences between the reference product and proposed biosimilar product in terms of safety, purity, and potency. For the FDA to approve a biosimilar product as interchangeable with a reference product, the agency must find that the biosimilar product can be expected to produce the same clinical results as the reference product, and (for products administered multiple times) that the biologic and the reference biologic may be switched after one has been previously administered without increasing safety risks or risks of diminished efficacy relative to exclusive use of the reference biologic.

Under the BPCIA, an application for a biosimilar product may not be submitted to the FDA until four years after the date that the reference product is first licensed by the FDA. In addition, the approval of an application for a biosimilar product may not be made effective by the FDA until 12 years after the date that the reference product is first licensed by the FDA. These exclusivity provisions have been subject to various interpretations that have not yet been fully addressed by the FDA. In addition, even if a product is considered to be a reference product eligible for exclusivity, another company could market a competing version of that product if the FDA approves a full BLA for such product containing the sponsor's own pre-clinical data and data from adequate and well-controlled clinical trials to demonstrate the safety, purity and potency of their product. The BPCIA also created certain exclusivity periods for biosimilars approved as interchangeable products. At this juncture, it is unclear whether products deemed "interchangeable" by the FDA will, in fact, be readily substituted by pharmacies, which are governed by state pharmacy law.

Other Healthcare Laws in the United States

In the United States, our activities are potentially subject to regulation by various federal, state and local authorities in addition to the FDA, including the Centers for Medicare & Medicaid Services, other divisions of the United States Department of Health and Human Services (e.g., the Office of Inspector General), the United States Department of Justice and individual United States Attorney offices within the Department of Justice, and state and local governments. The laws we are subject to include, without limitation, state and federal anti-kickback, fraud and abuse, false claims, physician payment transparency and privacy and security laws and regulations.

The federal Anti-Kickback Statute prohibits, among other things, any person from knowingly and willfully offering, soliciting, receiving or providing remuneration, directly or indirectly, to induce either the referral of an individual, for an item or service or the purchasing or ordering of a good or service, for which payment may be made under federal healthcare programs such as the Medicare and Medicaid programs. The Anti-Kickback Statute is subject to evolving interpretations. In the past, the government has enforced the Anti-Kickback Statute to reach large settlements with healthcare companies based on sham consulting and other financial arrangements with physicians. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation. In addition, the government may assert that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the federal False Claims Act. The majority of states also have anti-kickback laws which establish similar prohibitions and in some cases may apply to items or services reimbursed by any third-party payor, including commercial insurers.

Additionally, federal, civil and criminal false claims laws, including the False Claims Act prohibits knowingly presenting or causing the presentation of a false, fictitious or fraudulent claim for payment to the United States government. Actions under the False Claims Act may be brought by the Attorney General or as a qui tam action by a private individual in the name of the government. Violations of the False Claims Act can result in very significant monetary penalties and treble damages. The federal government is using the False Claims Act, and the accompanying threat of significant liability, in its investigation and prosecution of pharmaceutical and biotechnology companies throughout the country, for example, in connection with the promotion of products for unapproved uses and other sales and marketing practices. The government has obtained multi-million and multi-billion dollar settlements under the False Claims Act in addition to individual criminal convictions under applicable criminal statutes. Given the significant size of actual and potential settlements, it is expected that the government will continue to devote substantial resources to investigating healthcare providers' and manufacturers' compliance with applicable fraud and abuse laws.

The federal Civil Monetary Penalties Law prohibits, among other things, the offering or transferring of remuneration to a Medicare or Medicaid beneficiary that the person knows or should know is likely to influence the beneficiary's selection of a particular supplier of Medicare or Medicaid payable items or services. Noncompliance with such beneficiary inducement provision of the federal Civil Monetary Penalties Law can result in civil money penalties for each wrongful act, assessment of three times the amount claimed for each item or service and exclusion from the federal healthcare programs

The federal Health Insurance Portability and Accountability Act of 1996, or HIPAA, also created federal criminal statutes that prohibit among other actions, knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, including private third-party payors, knowingly and willfully embezzling or stealing from a healthcare benefit program, willfully obstructing a criminal investigation of a healthcare offense, and knowingly and willfully falsifying, concealing or covering up a material fact or making any materially false, fictitious or fraudulent statement in connection with the delivery of or payment for healthcare benefits, items or services. Similar to the federal Anti-Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation.

There has also been a recent trend of increased federal and state regulation of payments made to physicians and other healthcare providers. The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, or collectively, the Affordable Care Act, among other things, imposed new reporting requirements on drug manufacturers for payments made by them to physicians and teaching hospitals, as well as ownership and investment interests held by physicians and their immediate family members. Failure to submit required information may result in civil monetary penalties for all payments, transfers of value or ownership or investment interests that are not timely, accurately and completely reported in an annual submission. Drug manufacturers are required to submit reports to the government by the 90th day of each calendar year. Certain states also mandate implementation of compliance programs, impose restrictions on drug manufacturer marketing practices and/or require the tracking and reporting of marketing expenditures and pricing information as well as gifts, compensation and other remuneration to physicians.

We may also be subject to data privacy and security laws and regulations by both the federal government and the states in which we conduct our business, in particular laws and regulations relating to protected health information. HIPAA, as amended by the Health Information Technology and Clinical Health Act, or HITECH, and their respective implementing regulations, including the final omnibus rule published on January 25, 2013, imposes specified federal law requirements relating to the privacy, security and transmission of individually identifiable health information. Among other things, HITECH extends some of HIPAA's privacy and security standards beyond "covered entities" making them also directly applicable to "business associates," defined as independent contractors or agents of covered entities that create, receive, maintain or transmit protected health information in connection with providing a service for or on behalf of a covered entity. HITECH also increased the civil and criminal penalties that may be imposed against covered entities, business associates and possibly other persons, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce HIPAA-related violations and seek attorney's fees and costs associated with pursuing federal civil actions. In addition, state laws govern the privacy and security of health information in certain circumstances, many of which differ from each other in significant ways, thus complicating compliance efforts.

The U.S. is also increasingly introducing new general data privacy and security legislation, including notably the recent California Consumer Privacy Act, which comes into force in 2020 and regulates the collection of personal information about California residents regardless of the industry in which the business operates.

Federal and state government price reporting laws require manufacturers to calculate and report complex pricing metrics to government programs. Such reported prices may be used in the calculation of reimbursement and/or discounts on marketed products. Participation in these programs and compliance with the applicable requirements subject manufacturers to potentially significant discounts on products, increased infrastructure costs, and potentially limit the ability to offer certain marketplace discounts.

Government Regulation in Europe and European laws regarding the protection of personal data

In the European Economic Area, or EEA, (which is composed of the 28 Member States of the European Union, or EU, plus Norway, Iceland and Liechtenstein), medicinal products can only be commercialized after obtaining a Marketing Authorization, or MA.

There are two types of MAs:

- The Community MA, which is issued by the European Commission through the Centralized Procedure, based on the opinion of the Committee for Medicinal Products for Human Use, or CHMP, of the EMA, and which is valid throughout the entire territory of the EEA. The Centralized Procedure is mandatory for certain types of products, such as biotechnology medicinal products, orphan medicinal products, and medicinal products that contain a new active substance indicated for the treatment of AIDS, cancer, neurodegenerative disorders, diabetes, auto-immune and viral diseases. The Centralized Procedure is optional for products containing a new active substance not yet authorized in the EEA, or for products that constitute a significant therapeutic, scientific or technical innovation or which are in the interest of public health in the EU. Under the Centralized Procedure the maximum timeframe for the evaluation of a marketing authorization application is 210 days (excluding clock stops, when additional written or oral information is to be provided by the applicant in response to questions asked by the CHMP). Accelerated evaluation might be granted by the CHMP in exceptional cases, when the authorization of a medicinal product is of major interest from the point of view of public health and in particular from the viewpoint of therapeutic innovation. Under the accelerated procedure the standard 210 days review period is reduced to 150 days.
- National MAs, which are issued by the competent authorities of the Member States of the EEA and only cover their respective territory, are available for products not falling within the mandatory scope of the Centralized Procedure. Where a product has already been authorized for marketing in a Member State of the EEA, this National MA can be recognized in another Member States through the Mutual Recognition Procedure. If the product has not received a National MA in any Member State at the time of application, it can be approved simultaneously in various Member States through the Decentralized Procedure.

Under the above described procedures, before granting the MA, the EMA or the competent authorities of the Member States of the EEA make an assessment of the risk-benefit balance of the product on the basis of scientific criteria concerning its quality, safety and efficacy.

The collection and processing of personal data – including health data – EEA (including the EU), is currently governed by the General Data Protection Regulation, or GDPR, which became enforceable on May 25, 2018, replacing the Data Protection Directive 95/46/EC. The GDPR implements more stringent operational requirements for processors and controllers of personal data, including, for example, expanded disclosures about how personal information is collected and used, limitations on retention of information, increased requirements pertaining to health data and pseudonymised (*i.e.*, key-coded) data, mandatory data breach notification requirements, more robust rights for individuals in regard to their personal data and higher standards for controllers to demonstrate that they have obtained valid consent for certain data processing activities. The GDPR provides that EU and EEA Member States may make their own further laws and regulations, which may impose further limitations, including in relation to the processing of genetic, biometric or health data, which may result in differences between Member State laws, limit our ability to use and share personal data, cause our costs to increase, and/or harm our business and/or financial condition.

We are also subject to strict rules on the transfer of personal data out of the EEA, including to the United States. The GDPR only permits exports of personal data outside the EEA where there is a suitable data transfer solution in place to safeguard the personal data (e.g., the EU Commission approved Standard Contractual Clauses or, in relation to exports to the US, the EU-US Privacy Shield) or where the country receiving such data is approved by the EU Commission as providing adequate protection for personal data. Where we transfer personal data out of the EEA, we rely on a number of data transfer solutions including in regard to transfers of personal data (HR data and non-HR data) to the US (and Switzerland), we are certified under the EU-US (and Swiss-US) Privacy Shield. If it were to be determined that we were not complying with our obligations under the EU-US (and/or Swiss-US) Privacy Shield framework(s) and we were to lose our applicable Privacy Shield certification from the US Department of Commerce, we will need to find an alternative solution for transferring personal data from EU to the US. Also, Brexit will mean that at some point the United Kingdom, or UK, will become a “third party” for the purposes of data transfers under the GDPR. Unless a withdrawal agreement and political declaration (the “Proposed Deal”) is agreed and approved between the EU and the UK prior to March 29, 2019 (the “Exit Date”), the UK will become a third party on the Exit Date. If the Proposed Deal is agreed and approved prior to March 29, 2019, the GDPR will continue to apply during the transition period (which is currently due to end on December 31, 2020, but may be extended) meaning that personal data exports from the EU / EEA to the UK can continue in the same manner until the end of the transition period (upon which compliant data transfer solutions will need to be put in place in regard to transfers from the EU / EEA to the UK). These changes introduced by Brexit may require us to find alternative solutions for the compliant transfer of personal data into (and possibly from) the UK.

Where we are a data controller, we will be accountable for any service providers (including clinical research organizations) we engage to process personal data on our behalf. We attempt to mitigate the associated risks of using service providers by entering into contractual arrangements to ensure that they only process personal data according to our instructions, and that they have sufficient technical and organizational security measures in place. Where we transfer personal data from the EEA to such third parties, we do so in compliance with the relevant data export requirements as described above. There is no assurance that these contractual measures and our own privacy and security-related safeguards will protect us from the risks associated with the service provider’s processing, storage and transmission of such data. Any violation of data or security laws by our processors could have a material adverse effect on our business and result in the fines and penalties outlined above.

Failure to comply with the GDPR may result in fines of up to 20,000,000 Euros or up to 4% of the total worldwide annual turnover of the preceding financial year (whichever is higher) and other administrative penalties, as well as enforcement notices, assessment notices (for a compulsory audit), orders to cease/ change our processing of our data, regulatory investigations and potential civil claims including class action type litigation where individuals suffer harm, which may be onerous and adversely affect our clinical trials, business, reputation, financial condition, operations and prospects.

We are also subject to evolving EU data privacy laws on cookies and e-marketing. The EU is in the process of replacing the e-Privacy Directive (2002/58/EC) with a new set of rules taking the form of a regulation, which will be directly effective in the laws of each EU Member State. The draft e-Privacy Regulation imposes strict opt-in marketing rules with limited exceptions for business-to-business communications, alters rules on third-party cookies, web beacons and similar technology and significantly increases fining powers to the same levels as the GDPR (*i.e.* the greater of 20 million Euros or 4% of total global annual revenue). While the e-Privacy Regulation was originally intended to be adopted on May 25, 2018 (alongside the GDPR), it is still going through the European legislative process and commentators now expect it to be adopted during the second half of 2020 or during 2021 following a transition period.

Other regulations

We are also subject to numerous federal, state and local laws relating to such matters as safe working conditions, manufacturing practices, environmental protection, fire hazard control, and disposal of hazardous or potentially hazardous substances. We may incur significant costs to comply with such laws and regulations now or in the future.

Employees

As of December 31, 2018, we had 215 full-time employees. Of these employees, 123 are engaged in research and development. Our employees are not represented by labor unions or covered by collective bargaining agreements. We consider our relationship with our employees to be good.

Segment Information

We have one primary business activity and operate as one reportable segment.

Corporate Information

We were founded on June 24, 2011 as a Delaware corporation under the name Allergen Research Corporation. In May 2015, we changed our name to Aimmune Therapeutics, Inc. We completed our initial public offering in August 2015. Our common stock is currently listed on The Nasdaq Global Select Market under the symbol "AIMT." Our principal executive offices are located at 8000 Marina Blvd, Suite 300, Brisbane, CA 94005 and our telephone number is (650) 614-5220. Our website address is www.aimune.com. The information on, or that can be accessed through, our website is not incorporated by reference into this Annual Report on Form 10-K or any other filings we make with the U.S. Securities and Exchange Commission, or SEC.

Available Information

We make available on or through our website certain reports and amendments to those reports that we file with, or furnish to, the SEC in accordance with the Securities Exchange Act of 1934, as amended, or the Exchange Act. These include our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. We make this information available on or through our website free of charge as soon as reasonably practicable after we electronically file the information with, or furnish it to, the SEC. Copies of this information may be obtained at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding our filings, at www.sec.gov. The information on, or that can be accessed through, our website is not incorporated by reference into this Annual Report on Form 10-K or any other filings we make with the SEC.

Item 1A. Risk Factors.

Our business involves significant risks, some of which are described below. You should carefully consider these risks, as well as the other information in this Annual Report on Form 10-K, including our audited financial statements and the related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The occurrence of any of the events or developments described below could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations.

Risks Related to Our Limited Operating History, Financial Condition and Capital Requirements

We have a limited operating history, have incurred significant losses since our inception and anticipate that we will continue to incur losses for the foreseeable future. We have only one product candidate in clinical trials and no product sales, which, together with our limited operating history, make it difficult to assess our future viability.

We are a clinical-stage biopharmaceutical company with a limited operating history. Biopharmaceutical product development is a highly speculative undertaking and involves a substantial degree of risk. To date, we have focused primarily on developing our Characterized Oral Desensitization Immunotherapy, or CODIT™, therapeutic approach and our lead product candidate, AR101, which is currently our only product in clinical development, and researching additional product candidates. We are not profitable and have incurred losses each year since our inception in June 2011. We have only a limited operating history upon which you can evaluate our business and prospects. In addition, we have limited experience and have not yet demonstrated an ability to successfully overcome many of the risks and uncertainties frequently encountered by companies in new and rapidly evolving fields, particularly in the pharmaceutical industry. We have not generated any revenue from product sales and, as a result, we have incurred significant losses. We incurred a net loss of \$210.8 million, \$131.3 million, and \$80.8 million for the years ended December 31, 2018, 2017, and 2016, respectively. At December 31, 2018, our accumulated deficit was \$476.2 million. We expect to continue to incur losses for the foreseeable future, and we anticipate these losses will increase as we continue our development of, seek regulatory approval for and begin to commercialize AR101, and as we develop other product candidates. Even if AR101 is approved and we achieve profitability in the future, we may not be able to sustain profitability in subsequent periods. Our prior losses, combined with expected future losses, have had and will continue to have an adverse effect on our stockholders’ equity and working capital.

Our operating results may fluctuate significantly, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or our guidance.

Our quarterly and annual operating results may fluctuate significantly, which makes it difficult for us to predict our future operating results. These fluctuations may occur due to a variety of factors, many of which are outside of our control and may be difficult to predict, including:

- the timing and cost of, and level of investment in, research, development and commercialization activities relating to our product candidates, which may change from time to time;
- coverage and reimbursement policies with respect to our product candidates, if approved, and potential future drugs that compete with our product candidates;
- the timing and cost of our clinical trials, including the ability to initiate sites, enroll patients in a timely manner and submit or obtain approval of regulatory filings;
- the cost of manufacturing our product candidates and establishing commercial manufacturing capacity for AR101, which may vary depending on the quantity of production and the terms of our agreements with manufacturers;
- expenditures that we may incur to acquire, develop or commercialize additional product candidates and technologies;
- the level of demand for our products, if approved, which may vary significantly;
- future accounting pronouncements or changes in our accounting policies; and
- the timing and success or failure of clinical trials for our product candidates or competing product candidates, or any other change in the competitive landscape of our industry, including consolidation among our competitors or partners.

The cumulative effects of these factors could result in large fluctuations and unpredictability in our quarterly and annual operating results. As a result, comparing our operating results on a period-to-period basis may not be meaningful. Investors should not rely on our past results as an indication of our future performance.

This variability and unpredictability could also result in our failing to meet the expectations of industry or financial analysts or investors for any period. If our revenue or operating results fall below the expectations of analysts or investors or below any forecasts we may provide to the market, or if the forecasts we provide to the market are below the expectations of analysts or investors, the price of our common stock could decline substantially. Such a stock price decline could occur even when we have met any previously publicly stated revenue and/or earnings guidance we may provide.

We could require substantial additional financing to achieve our goals, and a failure to obtain this necessary capital when needed on acceptable terms, or at all, could force us to delay, limit, reduce or terminate our product development, other operations or commercialization efforts.

Since commencing our operations in 2011, substantially all of our efforts have been focused on research, development and the advancement of our CODIT therapeutic approach and AR101. At December 31, 2018, we had capital resources consisting of cash, cash equivalents and investments of \$303.9 million. We believe that we will continue to expend substantial resources for the foreseeable future as we continue clinical development, seek regulatory approval for and prepare for the commercialization of AR101, and as we develop other product candidates.

These expenditures will include costs associated with conducting clinical trials, pursuing research and development activities and conducting non-clinical studies, obtaining regulatory approvals, manufacturing and supply, commercialization of our product candidates and general operations. In addition, other unanticipated costs may arise. Because the outcome of any clinical trial and/or regulatory approval process is highly uncertain, we may not be able to accurately estimate the actual amounts necessary to successfully complete the development, regulatory approval process and commercialization of AR101 or any other product candidates.

We believe that our existing capital resources, including the proceeds from our Credit Agreement executed in January 2019, will be sufficient to fund our planned operations for at least the next 12 months and through expected regulatory approval in the United States for AR101, our lead CODIT™ product candidate. However, our operating plan may change as a result of many factors, including factors currently unknown to us, and we may need to seek additional funds sooner than planned, through public or private equity, debt financings or other sources, such as strategic collaborations. Such financing may result in dilution to stockholders, imposition of debt covenants and repayment obligations or other restrictions that may affect our business. If we raise additional capital through strategic collaboration agreements, we may have to relinquish valuable rights to our product candidates including possible future revenue streams. In addition, any fundraising efforts may divert our management from their day-to-day activities, which may adversely affect our ability to develop and commercialize our product candidates.

Furthermore, even if we believe we have sufficient funds for our current or future operating plans, we may seek additional capital due to favorable market conditions or strategic considerations.

Our future funding requirements will depend on many factors, including, but not limited to:

- the number, size and type of additional clinical trials or studies that we choose to initiate or the U.S. Food and Drug Administration, or FDA or a foreign regulatory authority requires us to complete for AR101 in relation to our Biologics License Application, or BLA or other regulatory approval applications, as well as the cost and time of such trials and studies;
- the time and cost necessary to complete our roll-over study related to our PALISADE trial (ARC004), our ARTEMIS trial, our roll-over study related to RAMSES (ARC011) and ARTEMIS (ARC008);
- the time and cost necessary to supply clinical trial materials for our clinical trials and develop a commercial-scale manufacturing process and establish commercial-scale manufacturing capacity for AR101;
- our ability to obtain regulatory approval for and subsequently commercialize AR101 or any other product candidates we develop;
- commercialization costs associated with AR101 or any other product candidates we develop, if approved, including the cost and timing of developing our sales and marketing capabilities;
- the amount of sales and other revenue from AR101 or any other product candidates we develop, if approved;
- our ability to achieve sufficient market acceptance, coverage and reimbursement from third-party payors and adequate market share for our product candidates;
- the time and cost associated with designing and implementing quality systems for our product candidates in the United States and Europe;
- the time and cost associated with clinical trials and pre-clinical development of other product candidates;

- the availability of term loans under our credit agreement;
- the cash requirements of any future acquisitions or discovery of product candidates;
- the time and cost necessary to respond to technological and market developments;
- our ability to attract, hire and retain qualified personnel; and
- our ability to obtain and maintain intellectual property protection for AR101 or any additional product candidate and the associated costs of such activities, including for filing, prosecuting, defending and enforcing any patents for AR101 or any additional product candidate.

Additional funds may not be available when we need them, on terms that are acceptable to us, or at all. If adequate funds are not available to us on a timely basis, we may be required to delay, limit, reduce or terminate:

- clinical trials or other development activities for AR101 or any additional product candidate;
- our research and development activities; or
- our establishment of commercial capabilities or other activities that may be necessary to commercialize AR101 or any additional product candidate.

The terms of our credit agreement require us to meet certain operating covenants and place restrictions on our operating and financial flexibility. If we raise additional capital through debt financing, the terms of any new debt could further restrict our ability to operate our business.

In January 2019, we entered into a credit agreement with an affiliate of KKR LLC, that is secured by a lien covering all of our tangible and intangible property. As of December 31, 2018, there was no outstanding principal balance of the loan, however the credit agreement includes an initial term loan of \$40.0 million, which was funded in January 2019. An additional \$85.0 million term loan must be drawn by us following the fulfillment of certain customary conditions precedent, including the issuance of an approval letter from the FDA with respect to our AR101 BLA on or prior December 31, 2020. While we submitted our BLA for AR101 in December 2018, if we do not receive approval prior to December 31, 2020, the \$40.0 million initial term loan will terminate, which could restrict our operating and financial flexibility. Further, any delay or rejection of our AR101 could affect our ability to make scheduled interest payments on outstanding term loans under the credit agreement, which will begin on March 31, 2019, and could accelerate the maturity date of the term loans to January 15, 2021, which could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price. The credit agreement contains customary affirmative and negative covenants and events of default, including, covenants and restrictions that among other things, require the Company and its subsidiary guarantors to satisfy a minimum cash balance covenant and restricts the ability of the Company and its subsidiary's ability to, incur liens, incur additional indebtedness, make loans and investments, engage in mergers and acquisitions, engage in asset sales or sale and leaseback transactions, and declare dividends or redeem or repurchase capital stock. A failure to comply with these covenants could permit the lenders under the credit agreement to declare the term Loans, together with accrued interest and fees, to be immediately due and payable. In addition, if we default under the terms of the credit agreement, including failure to satisfy our operating covenants, the lenders may accelerate all of our repayment obligations and take control of our pledged assets, potentially requiring us to renegotiate our agreement on terms less favorable to us or to immediately cease operations. Further, if we are liquidated, the lender's right to repayment would be senior to the rights of the holders of our common stock. Any declaration by the lenders of an event of default could significantly harm our business and prospects and could cause the price of our common stock to decline. If we raise any additional debt financing, the terms of such additional debt could further restrict our operating and financial flexibility.

Risks Related to Our Business

We are substantially dependent on the success of AR101 which may not be successful in clinical trials, receive regulatory approval or be successfully commercialized, even if approved.

We currently have no products approved for sale. To date, we have invested substantially all of our efforts and financial resources in the research and development of our CODIT therapeutic approach and AR101, which is currently our only product candidate in clinical development. We are not permitted to market or promote any of our product candidates before we receive regulatory approval from the FDA or comparable foreign regulatory authorities. In order to obtain regulatory approval for the sale of AR101 from the FDA, or comparable foreign regulatory authorities, we must demonstrate the safety and efficacy of the product in humans. While we submitted our BLA for AR101 in December 2018 based upon the safety and efficacy findings in our completed and ongoing and future clinical trials, there can be no assurances that we will receive regulatory approval from the FDA, or that AR101 will successfully demonstrate safety and efficacy in any ongoing or future clinical trials we may be required to initiate. In addition, we cannot be certain AR101 will successfully demonstrate safety and efficacy in any clinical trials utilized for purposes of obtaining regulatory approval from any foreign regulatory authorities. Furthermore, even if we obtain approval for AR101, it may only be for a limited patient population, or may be received after significant delays. If we do not receive regulatory approval for AR101, we may not be able to continue our operations.

As a result, our prospects, including our ability to finance our operations and generate revenue, will depend largely on the successful development, regulatory approval and commercialization of AR101. The clinical and commercial success of AR101 will depend on a number of factors, many of which are out of our control, including the following:

- the results from our ongoing clinical trials, including ARTEMIS, ARC004, ARC005 and ARC011, and planned clinical trials, including ARC008;
- the frequency and severity of adverse effects experienced by patients treated with AR101, including in any clinical trials we may pursue with collaborators such as our Phase 2 trial sponsored by Regeneron evaluating AR101 treatment with adjunctive dupilumab;
- the availability, perceived advantages, relative cost, relative safety and relative efficacy of alternative and competing treatments;
- the ability of our third-party manufacturers to manufacture supplies of AR101, including their ability to provide adequate and timely supplies of our clinical trial materials and to develop, validate and maintain a commercial-scale manufacturing process that is compliant with current good manufacturing practices, or cGMP;
- our ability to maintain our exclusive supply relationship with the Golden Peanut Company, or GPC;
- our ability to demonstrate AR101's safety and efficacy to the satisfaction of the FDA and foreign regulatory authorities;
- whether we are required by the FDA or other foreign regulatory authorities, or choose, to conduct additional clinical trials prior to the approval to market AR101, as well as the cost and time of such trials;
- whether the FDA or other foreign regulatory authorities may disagree with the number, design, size, conduct or implementation of our clinical trials;
- the receipt of necessary regulatory approvals from the FDA and foreign regulatory authorities;
- the extent and nature of any Risk Evaluation and Mitigation Strategy, or REMS, or foreign equivalent, that may be required in connection with regulatory approval or following regulatory approval;
- whether the FDA may restrict the use of our products to a narrow population;
- our ability to successfully commercialize AR101, if approved for marketing and sale by the FDA or comparable foreign regulatory authorities, whether alone or in collaboration with others;
- our success in educating physicians and patients about the benefits, administration and use of AR101;
- acceptance of AR101 as safe and effective by patients and the medical community;
- the continued prevalence of peanut allergy;
- achieving and maintaining compliance with all regulatory requirements applicable to AR101;
- the effectiveness of our own or any future collaborators' marketing, pricing, coverage and reimbursement, sales and distribution strategies and operations;

- our ability to obtain issued patents that cover AR101 and to enforce such patents and other intellectual property rights to AR101;
- our ability to avoid third-party intellectual property claims; and
- a continued acceptable safety profile of AR101 following approval.

Accordingly, we cannot assure our stockholders that we will ever be able to generate revenue through the sale of AR101 or become profitable as a result of such sales. If we are not able to successfully demonstrate the safety and efficacy of AR101 in humans in our clinical trials, obtain regulatory approval for AR101 for the indications we seek and successfully commercialize AR101, or if we are significantly delayed in doing so, our business will be materially harmed. In addition, if we are delayed in receiving or do not receive approval of our BLA for AR101, the availability of term loans under our credit agreement could be reduced, and the maturity of such term loans could be accelerated to January 15, 2021, any of which could further restrict our operating and financial flexibility as well as have a material adverse effect on our business, results of operations, financial condition, prospects and stock price.

The regulatory approval process is lengthy, time-consuming and inherently unpredictable, and we may experience significant delays in obtaining regulatory approval of AR101, which would delay the commercialization of AR101, adversely impact our ability to generate revenue, and harm our business and our results of operations.

We currently have no products approved for sale, and we may never obtain regulatory approval to commercialize AR101. To gain approval to market a biologic product candidate, such as AR101, a BLA or comparable foreign regulatory filing must be submitted to the FDA or comparable foreign regulatory authority. Such applications must include extensive clinical, non-clinical and manufacturing data that adequately demonstrate to the satisfaction of the FDA or comparable foreign regulatory authority the safety, purity, potency and effectiveness of the product for the intended indication applied for in the BLA or other relevant regulatory filing. A BLA or other comparable foreign regulatory filing must also include significant information regarding the chemistry, manufacturing and controls for the product. We submitted our AR101 BLA in December 2018 and intend to file a Marketing Authorization Application, or MAA, for AR101 in the European Union in the first half of 2019.

The FDA or any comparable foreign regulatory bodies can delay, limit or deny approval to market AR101 for many reasons, including:

- our inability to demonstrate to the satisfaction of the FDA that AR101 is safe, pure, potent and effective for the proposed indication or meets similar standards set by foreign authorities;
- the FDA or the applicable foreign regulatory authority may disagree with the interpretation of data from clinical trials;
- our inability to demonstrate that the clinical and other benefits of AR101 outweigh any safety or other perceived risks;
- the FDA or the applicable foreign regulatory authority may require additional nonclinical studies or clinical trials, including trials with additional patients in one or more subgroups or populations who have been administered AR101;
- the CROs that we retain to conduct our clinical trials may take actions outside of our control that materially adversely impact our clinical trials;
- the FDA or the applicable foreign regulatory authority may not approve or may disagree with the formulation, packaging, labeling and/or the specifications of AR101;
- if our AR101 BLA is reviewed by an advisory committee, the FDA may have difficulties scheduling an advisory committee meeting in a timely manner or the advisory committee may recommend against approval of our application or may recommend that the FDA require, as a condition of approval, additional nonclinical studies or clinical trials, limitations on approved labeling or distribution and use restrictions;
- the FDA or the applicable foreign regulatory authority may require development of a REMS as a condition of approval or post-approval that is more extensive than proposed by us;
- our inability to demonstrate that the manufacturing process for AR101 is adequately controlled to ensure that all product produced meets required quality standards;
- disruptions at the FDA and other regulatory agencies that are unrelated to our products, such as government shutdowns, that cause delays in the regulatory approval process;
- the FDA or the applicable foreign regulatory authority may fail to approve the manufacturing facilities or testing laboratories that we use; or
- the potential for approval policies or regulations of the FDA or the applicable foreign regulatory authorities to significantly change in a manner rendering our clinical data insufficient for approval.

Of the large number of drugs and biologics in development, only a small percentage successfully complete the FDA or other foreign regulatory approval processes and are commercialized. In addition, the FDA has never approved a drug for treating food allergy through desensitization and, in particular, has never approved a drug based on efficacy as measured by a DBPCFC, which is the testing mechanism for determining the desensitization efficacy of AR101.

In addition, even though AR101 was granted Breakthrough Therapy designation by the FDA for oral immunotherapy of peanut allergic children and adolescents (ages 4 through 17), we may not experience a faster development, review or approval process compared to standard FDA procedures. Generally, a product may be designated as a Breakthrough Therapy if it is intended, either alone or in combination with one or more other products, to treat a serious or life-threatening disease or condition and preliminary clinical evidence indicates that the product may demonstrate substantial improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. The Breakthrough Therapy designation for AR101 has enabled us to hold additional meetings with the FDA during the development process and to receive advice from the FDA regarding development and approval for AR101. We submitted our AR101 BLA in December 2018. The FDA initiated review of the BLA for AR101 in January 2019, and we expect that the FDA will determine whether the BLA has been accepted for filing by the end of March 2019. The FDA has made an initial determination that AR101, as an allergenic product candidate, is exempt from the Prescription Drug User Fee Act, as amended, or PDUFA. We are not aware of any instances in which the BLA for a product candidate that had been granted Breakthrough Therapy designation was reviewed by the FDA pursuant to processes and timelines not governed by PDUFA and, as a result, there is uncertainty as to whether the AR101 BLA will receive an expedited review typically granted to product candidates with such designation. If the Breakthrough Therapy designation for AR101 does not result in an expedited review of the BLA for AR101, the BLA will likely be reviewed under a twelve-month target review period applicable to PDUFA-exempt applications, as measured from the January 2019 start date.

If our BLA for AR101 receives expedited review and we receive approval of the BLA in-line with our current expected timing, we would expect to be able to commence commercial sales of AR101 in the United States in the second half of 2019. However, we may not receive expedited review of our AR101 BLA from the FDA, notwithstanding our receipt of Breakthrough Therapy designation for AR101, in which case our ability to commence commercial sales of AR101 in the United States would be delayed. A significant delay could materially harm our business and we may need to curtail or cease operations. We currently have no products approved for sale, and we may never obtain regulatory approval to commercialize AR101.

Even if we receive approval of a BLA or following the completion of clinical testing, receive a foreign regulatory approval for AR101, the FDA or the applicable foreign regulatory authority may grant approval contingent on the performance of costly additional clinical trials. The FDA or the applicable foreign regulatory authority may also approve AR101 for a more limited indication and/or a narrower patient population than we originally request, and the FDA or applicable foreign regulatory authority may not approve the labeling that we believe is necessary or desirable for the successful commercialization of AR101. Any delay in obtaining, or inability to obtain, applicable regulatory approval or a regulatory approval for a more limited indication and/or narrower patient population would delay, prevent, or limit commercialization of AR101 and would materially adversely impact our business and prospects.

If we do not achieve our projected development and commercialization goals in the timeframes we announce and expect, the commercialization of AR101 or any additional product candidates may be delayed, and our business will be harmed.

For planning purposes, we sometimes estimate the timing of the accomplishment of various scientific, clinical, regulatory and other product development objectives. These milestones may include our expectations regarding the commencement or completion of scientific studies and clinical trials, the submission of regulatory filings, or commercialization objectives. From time to time, we may publicly announce the expected timing of some of these milestones, such as the completion of an ongoing clinical trial, the initiation of other clinical programs, receipt of regulatory approval, or a commercial launch of a product. The achievement of many of these milestones may be outside of our control. All of these milestones are based on a variety of assumptions which may cause the timing of achievement of the milestones to vary considerably from our estimates, including:

- our available capital resources or capital constraints we experience;
- the rate of progress, costs and results of our clinical trials and research and development activities, including the extent of scheduling conflicts with participating clinicians and collaborators;
- our ability to identify and enroll patients who meet clinical trial eligibility criteria;
- our receipt of approvals by the FDA and other regulatory authorities and the timing thereof;
- other actions, decisions or rules issued by regulators;
- our ability to access sufficient, reliable and affordable supplies of materials used in the manufacture of our product candidates;
- our ability to manufacture and supply clinical trial materials to our clinical sites on a timely basis;

- the efforts of our collaborators with respect to the commercialization of our products; and
- the securing of, costs related to, and timing issues associated with, product manufacturing as well as sales and marketing activities.

If we fail to achieve announced milestones in the timeframes we expect, the commercialization of AR101 and any additional product candidates may be delayed, and our business and results of operations may be harmed.

We currently have no commercial field organization or distribution network, and we only recently deployed medical science liaison personnel. If we are unable to establish a commercial field organization and a distribution network on our own or through third parties, we may not be able to market, sell and distribute AR101, if approved, or any additional product candidates or generate product revenue.

We currently do not have a commercial field organization. In order to commercialize AR101, we will need to build our marketing, commercial field, distribution, managerial and other non-technical capabilities or make arrangements with third parties to perform these services, and we may not be successful in doing so. If AR101 receives regulatory approval, we expect to establish a specialty commercial field organization with technical expertise and supporting distribution capabilities to commercialize AR101 and any of our other product candidates that receive regulatory approval, which will be expensive and time-consuming.

We have no prior experience in the commercialization of pharmaceutical products and there are significant risks involved in building and managing a commercial field organization, including our ability to hire, retain, and incentivize qualified individuals, generate sufficient customer leads, provide adequate training to commercial field and marketing personnel, and effectively manage a geographically dispersed sales and marketing team. Any failure or delay in the development of our internal commercial field, marketing and distribution capabilities would adversely impact the commercialization of these products. Further, given our lack of prior experience in commercializing pharmaceutical products, our estimates of the number of commercial field employees needed to commercialize AR101 may be materially less than the actual number of commercial field employees required. As such, we may be required to hire substantially more commercial field employees to adequately support the commercialization of AR101, which could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price.

We began deployment of our medical science liaison, or MSL, organization in the third quarter of 2018. The MSL team is a field-based part of our medical affairs group. The role of MSLs is to serve as a liaison to members of the medical, scientific and patient advocate communities and to provide scientific expertise and clinical insights from health care practitioners to internal colleagues. The activities of MSLs are subject to extensive statutory and regulatory requirements and enforcement, in the United States, by the federal government and the states and, outside the United States, by the governments of the countries where we deploy MSLs. Because of the breadth of these laws and the narrowness of the statutory exceptions and safe harbors available, it is possible that some of our MSL activities could be subject to challenge under one or more of such laws or regulations. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business. If our operations are found to be in violation of any of the laws described above or any other governmental laws and regulations that apply to us, we may be subject to penalties, including civil and criminal penalties, damages, fines, the curtailment or restructuring of our operations, the exclusion from participation in federal and state healthcare programs and imprisonment, any of which could adversely affect our ability to market our products and adversely impact our financial results.

We may also choose to collaborate with third parties that have direct commercial field forces or established distribution systems, either to augment our own commercial field force and distribution systems or in lieu of our own commercial field force and distribution systems. If we are unable to enter into such arrangements on acceptable terms or at all, we may not be able to successfully commercialize AR101. If we are not successful in commercializing AR101 or any additional product candidates, either on our own or through collaborations with one or more third parties, our additional product revenue will suffer and we would incur significant additional losses.

We rely exclusively on the Golden Peanut Company to provide the source material for AR101 and are exposed to a number of sole supplier risks.

The source material for AR101 is a specific type of peanut flour, which we purchase from GPC pursuant to a long-term exclusive commercial supply agreement, which was expanded and extended in January 2018. In order to develop AR101 as an FDA-approvable biological product we were required to characterize the protein signature of the flour. We believe the flour produced by GPC has a distinct protein signature that is significantly different from the protein signatures of other commercially available peanut flours and, as a result, it is unlikely that we could use any other peanut flours as the source material for AR101. If GPC became unwilling or unable to supply us with peanut flour, our business and operating results would be materially adversely affected.

In addition, our restated agreement with GPC does not require GPC to provide us with peanut flour that has a specific protein signature or that meets other potentially relevant pharmaceutical standards. We have tested multiple lots of GPC peanut flour produced in several different years and generally have not identified significant variations in the protein signature between lots. We can provide no assurance that natural variations in the peanuts sourced by GPC, changes in the agricultural practices used to produce the peanuts sourced by GPC, or variations in GPC's manufacturing process will not result in alterations in the protein signature or other characteristics of GPC's peanut flour that would make it unsuitable for use in AR101. If such alterations occurred, we would not be able to manufacture AR101 and our business and operating results would be materially adversely affected. In addition, as our purchases of peanut flour from GPC represent an insignificant portion of GPC's total peanut flour sales, we have only a limited ability to influence GPC's decisions regarding its sourcing of peanuts or methods of producing peanut flour.

Our restated agreement with GPC restricts it from selling peanut flour products to any third party worldwide for use in oral immunotherapy, or OIT, for peanut allergy. The restated agreement remains in effect until ten years after the first delivery to us of peanut flour for commercial use and includes an option for us to extend the term for an additional five years. GPC may terminate the restated agreement if we fail to cure a material breach within 30 days of receiving notice of such breach from GPC or if we fail to perform our obligations under the agreement for a continuous period of 120 days due to a force majeure event or an insolvency or bankruptcy-related events. If GPC were to make sales despite the restrictions set forth in the agreement, or terminate the agreement as a result of any of the foregoing or if we were to otherwise lose exclusivity, we could face additional competition from pharmaceutical and biotechnology companies, with considerably more resources and experience than we have, that are researching and selling products designed to treat food allergies or allergies in general.

AR101 may cause undesirable side effects or have other properties that could delay or prevent its regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following any regulatory approvals.

Undesirable side effects caused by our product candidates could cause us or regulatory authorities to interrupt, delay or halt clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or other comparable foreign regulatory authorities. To date, patients treated with AR101 have experienced drug-related side effects, which mainly include gastrointestinal issues ranging from itching of the lips to vomiting. Results of our trials could reveal a high and unacceptable severity and prevalence of these or other side effects. In such an event, our clinical trials could be suspended or terminated and the FDA or comparable foreign regulatory authorities could order us to cease further development of or deny approval of our product candidates for any or all targeted indications. The drug-related side effects could affect patient recruitment or the ability of enrolled patients to complete the clinical trial or result in potential product liability claims.

In addition, clinical trials by their nature utilize a sample of the potential patient population. With a limited number of subjects and limited duration of exposure in our clinical trials, we cannot be assured that rare and severe adverse effects of AR101 will not be uncovered when a significantly larger number of patients are exposed to the drug. Further, we have not designed our clinical trials to determine the effect and safety consequences of taking AR101 over a multi-year period.

Although we have monitored the subjects in our studies for certain safety concerns and we have not seen evidence of significant safety concerns in our clinical trials, patients treated with AR101 have and may in the future experience adverse reactions. For instance, in independent research studies, patients receiving OIT for peanut allergy have suffered severe anaphylactic reactions. While we have developed AR101 and its associated treatment regimen in a manner which we believe reduces the risk of adverse reactions, we can provide no assurance that patients administered AR101 will not also suffer severe anaphylactic reactions, including reactions leading to death. For example, in our PALISADE clinical trial, one patient had a severe allergic hypersensitivity reaction that was attributed to AR101 compared to none of the placebo-treated patients and 12.4% of patients ages 4-17 who received AR101 dropped out of the clinical trial due to gastrointestinal side effects, compared to 2.4% of placebo-treated patients. It is possible that the FDA may ask for additional data regarding such matters.

If safety problems relating to AR101 are identified in our clinical trials or in any clinical trials conducted by collaborators prior to approval of AR101, the FDA or other regulatory agencies may not approve AR101, may limit the population it is used in or may require warnings on the label. If AR101 is ultimately approved and we or others later identify undesirable side effects caused by AR101, the FDA or other regulatory agencies may require that we amend the labeling of AR101, require additional warnings, create a medication guide outlining the risks of such side effects for distribution to patients, order us to recall AR101 or even withdraw regulatory approval for AR101. In addition, we could be sued and held liable for harm caused to patients and our reputation may suffer. Each of these events could prevent us from achieving or maintaining market acceptance of AR101, if approved, and could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price.

The potential efficacy of AR101, if approved, is dependent upon patient compliance with the prescribed dosing regimen, and failure to adhere to the dosing regimen could increase the potential of a patient experiencing an adverse allergic reaction.

The AR101 treatment regimen, if approved, would require that patients start with a very low dose of AR101 and gradually increase their dose over time. Based on our existing clinical data, we anticipate it will take patients approximately six months to reach a daily dose level of 300 mg of peanut protein. Patients would then continue on a daily Therapeutic Dose.

In order to maintain desensitization, patients would need to continue to take a daily Therapeutic Dose. The potential efficacy of AR101, if approved, is dependent upon patients complying with the prescribed dosing regimen, including the continued maintenance dosing. Based on our studies and independent studies, we do not believe that the occasional failure to take a dose will affect desensitization. However, in the event a patient fails to follow the prescribed dosing regimen, halts or skips treatment and then restarts the dosing regimen, the likelihood of an adverse allergic reaction to the allergen is greatly increased, as any level of desensitization previously achieved may have dissipated. Further, patients will be required to continue to practice avoidance to peanut exposure and if patients begin to achieve desensitization, it is possible that they may become less vigilant in practicing avoidance and further increase their risk of an accidental exposure. As a result, a lack of patient compliance and the resulting increased likelihood for adverse safety events could have a material adverse effect on our ability to obtain or maintain the regulatory approval necessary to commercialize AR101.

Failure to do so would significantly harm our business, results of operations, financial condition, prospects and stock price. In addition, if patients drop out of our clinical trial due to the strict dosing regimen, the likelihood that we will be able to demonstrate clinically meaningful desensitization will be decreased.

We currently rely on single-source third-party manufacturers for our clinical trial materials and intend to rely on single-source third-party manufacturers for our commercial drug supply of AR101 and to manufacture nonclinical, clinical and commercial supplies of any additional product candidate. If any of these manufacturers fails to provide us or our collaborators with adequate supplies of materials for clinical trials or commercial product or fail to comply with the requirements of regulatory authorities, we may be unable to develop or commercialize AR101 or other product candidates.

We do not currently have the internal capability to produce our clinical or commercial supply of AR101, and we lack the internal resources and the capability to manufacture any other product candidates on a nonclinical, clinical or commercial scale. As a result, we currently rely and intend to continue to rely on a single manufacturer for the production of the drug product used in AR101, a single contract manufacturer for the commercial packaging of AR101 for the foreseeable future, and a single contract manufacturer for the nonclinical supply of our other product candidates. We have agreements in place with both contract manufacturers of AR101. However, while we expect to enter into a commercial supply agreement with our AR101 drug product manufacturer in 2019, we have not yet entered into an agreement with any third-party manufacturers to produce commercial quantities of drug product used in AR101 or the packaging of AR101, and any failure to reach such an agreement and commence the development process for AR101 in a timely manner would delay commercialization of AR101. In addition, even if we are able to reach such agreements, aspects of our manufacturing process for AR101 are complex and our existing manufacturing process will need to be scaled up to meet our anticipated commercial requirements. If we and our third-party manufacturers are not able to develop successfully a commercial manufacturing process or do so in a timely manner, we will not be able to initiate commercialization of AR101 within our estimated timeline, if at all.

Our dependence on single source suppliers with respect to our supply chain for AR101 exposes us to certain risks, including the following:

- our suppliers may cease or reduce production or deliveries, raise prices or renegotiate terms;
- we may be unable to locate a suitable replacement on acceptable terms or on a timely basis, if at all;
- delays caused by supply issues may harm our reputation; and
- our ability to progress our business could be materially and adversely impacted if our single-source supplier upon which we rely were to experience a significant business challenge, disruption or failure due to issues such as financial difficulties or bankruptcy, issues relating regulatory or quality compliance issues, or other legal or reputational issues.

The FDA and other comparable foreign regulatory authorities must, pursuant to inspections that will be conducted prior to any approval of our AR101 BLA or relevant foreign regulatory submission, approve our contract manufacturers to manufacture AR101. While we completed construction of a manufacturing facility in a leased building in Clearwater, Florida, at the site of our primary contract manufacturer; however, we do not directly control the manufacturing operations of our contract manufacturers, and we are completely dependent on them for operating that facility and for compliance with cGMP for the manufacture of AR101. If the contract manufacturer operating that facility or our other contract manufacturers cannot successfully manufacture material that conforms to our specifications and the strict regulatory requirements of the FDA or foreign regulatory authorities, they will not be able to secure and/or maintain regulatory approval for our or their manufacturing facilities. In addition, we have no direct control over the ability of our contract manufacturers to maintain adequate quality control, quality assurance and qualified personnel. Furthermore, all of our contract manufacturers are engaged with other companies to supply and/or manufacture materials or products for such companies, which exposes our manufacturers to regulatory risks for the production of such materials and products. As a result, failure to meet the regulatory requirements for the production of those materials and products may generally affect the regulatory clearance of our contract manufacturers' facilities. If the FDA or a comparable foreign regulatory authority does not approve these facilities for the manufacture of our product candidates or if it withdraws its approval in the future, we may need to find alternative manufacturing facilities, which would negatively impact our ability to develop, obtain regulatory approval for or market our product candidates, if approved.

Further, we plan on using blister packs and sachets as the final packaging configuration for our potential commercial launch of AR101. Stability testing of AR101 in the blister pack and sachet configurations is ongoing. Any complications with the stability testing in the blister pack or sachet configurations could extend the timelines for our regulatory filings for AR101 and could limit the shelf life of the commercial product at the time of launch. In addition, regulatory authorities may not find our proposed packing configuration acceptable, which would also delay the timing of our foreign regulatory filings or potential approval of AR101.

Failures or difficulties faced at any level of our supply chain could materially adversely affect our business and delay or impede commercialization of AR101, if approved, and the development of any additional product candidates, and could have a material adverse effect on our business, results of operations, financial conditions and prospects.

Supplying our ongoing clinical trials and planned clinical trials is a complex operation, and delays in the supply chain could harm our clinical trials and our ability to commercialize AR101, if approved.

Supplying appropriate clinical trial materials for our ongoing and planned clinical trials on a timely basis is a complex operation. There are multiple doses in the dose escalation phase of our AR101 clinical trials. In addition, each subject can proceed through the dose escalation phase at a different rate depending on how the subject responds to each new dose. For example, a subject can move up to the next dose, remain on the current dose or move down to the prior lower dose during the dose escalation phase of our trials. We believe that this dosing flexibility improves outcomes for clinical trial subjects. But this dosing flexibility also increases the complexity of supplying the appropriate doses to each clinical site on a timely basis. The complexity of our logistics operations for our clinical trial materials increased significantly throughout 2017 and 2018, and we expect such complexity to increase further as we continue to operate multiple large trials concurrently, including trials in Europe, and in connection with the potential commercialization of AR101, if approved. EU regulations require that each lot of clinical trial material be certified and released by a designated qualified person. This certification and release process in the EU can cause delays in supplying clinical trial materials to clinical sites. Any delays or errors in our AR101 supply chain logistics could delay or adversely affect our clinical trials or our ability to commercialize AR101, if approved.

Clinical drug development involves a lengthy and expensive process with an uncertain outcome, and we may encounter substantial delays in our clinical trials. Furthermore, results of earlier studies may not be predictive of future studies' results.

Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. Failure can occur at any time during the clinical trial process. The results of early clinical trials of our product candidates may not be predictive of the results of later-stage clinical trials and of similar academic research studies.

For example, the positive top-line results generated in PALISADE and RAMSES for AR101, as well as our prior clinical trials, do not ensure that our ARTEMIS trial will demonstrate similar results. Product candidates in later stages of clinical trials may fail to show the desired safety and efficacy despite having progressed through initial clinical trials. A number of companies in the pharmaceutical industry have suffered significant setbacks in advanced clinical trials due to lack of efficacy or adverse safety profiles, notwithstanding promising results in earlier studies, and we cannot be certain that we will not face similar setbacks. Even if our clinical trials are completed, the results may not be sufficient to obtain regulatory approval or commercial acceptance for our product candidates in the indications that we are seeking or at all. For example, while the majority of adults who completed the PALISADE trial in the AR101 arm successfully tolerated the 600 mg dosage (85%), the percentage of dropouts in the 18-49 age range was substantially higher than in our 4-17 year old study population thereby reducing the number of our ITT population in the 18-49 year old age range who successfully completed the DBPCFC. As a result, in the exploratory subpopulation ages 18-49, the Intent to Treat, or ITT analysis did not show statistical significance at the 600 mg dose level.

In addition, we do not know whether our planned or future clinical trials will need to be redesigned, enroll an adequate number of patients on time or be conducted on schedule, if at all. Clinical trials can be delayed or terminated for a variety of reasons, including delay or failure to:

- obtain regulatory approval to commence a clinical trial;
- reach agreement on acceptable terms with prospective contract research organizations, or CROs, clinical trial sites, and specialized clinical vendors, the terms of which can be subject to extensive negotiation and may vary significantly among CROs, clinical trial sites and vendors;
- obtain institutional review board, or IRB, or foreign equivalent approval at each site;
- recruit suitable patients to participate in a clinical trial, including, in particular, a sufficient number of adult patients to support approval in that patient population;
- have patients complete a clinical trial or return for post-treatment follow-up;
- ensure that clinical sites observe clinical trial protocols, operate in accordance with good clinical practice standards, or continue to participate in a clinical trial;
- address any patient safety concerns that arise during the course of a clinical trial, particularly with respect to the DBPCFCs;
- address any conflicts with new or existing laws or regulations;
- initiate or add a sufficient number of clinical trial sites;
- demonstrate that the manufacturing process for AR101 is adequately controlled to ensure that all product produced meets required quality and regulatory standards;
- manufacture sufficient quantities of product candidate for use in clinical trials; or
- provide clinical trial materials to our clinical sites on a timely basis.

We rely on CROs, specialized clinical vendors, clinical trial sites and consultants to ensure the proper and timely conduct of our clinical trials and, while we have agreements governing their committed activities, we have limited influence over their actual performance and, as a result, may be subject to unanticipated delays. We are conducting our clinical trials at leading academic allergy research centers in the United States and Europe, as well as at community allergy practices. The number and capacity of such sites is limited and our ability to access the sites may be affected by the number and size of other trials occurring at the same time, including trials sponsored by our competitors. If adequate capacity at these sites is not available, the initiation and pace of our clinical trials may be adversely affected.

Conducting clinical trials in foreign countries, as we are doing or plan to do for our ARC004, ARTEMIS, ARC005 and ARC008 trials, presents additional risks that may delay completion of our clinical trials. These risks include a foreign regulatory authority imposing additional requirements prior to the commencement of clinical trials in a foreign country, the failure of physicians or enrolled patients in foreign countries to adhere to clinical protocol as a result of differences in healthcare services or cultural customs, complying with data privacy regulations in the European Union and Canada, managing additional administrative burdens associated with foreign regulatory schemes, and political and economic risks relevant to such foreign countries. For example, clinical trial materials in the European Union must be certified and released by a designated qualified person, which can delay the release of clinical trial materials to clinical sites in the European Union.

Patient enrollment is a significant factor in the timing of clinical trials and is affected by many factors, including the size and nature of the patient population, the proximity of patients to clinical sites, the eligibility criteria for the clinical trial, the design of the clinical trial, safety, competing clinical trials, and clinicians' and patients' perceptions as to the potential advantages of the drug being studied in relation to other available therapies, including any new drugs or treatments that may be approved for the indications we are investigating.

In addition, certain sub-groups of patients may be more difficult to recruit than others. For example, to date, we have enrolled 57 patients above the age of 17, and we believe the adult patient population is more difficult to recruit than younger patients. The FDA has concluded that additional safety and efficacy data is required for the adult patient subgroup and any initial approval that we may obtain will not include an indication for patients of such subgroup. If we are not able to recruit patients to participate in our clinical trials in a timely manner, our business and results of operations could be adversely affected.

We could also encounter delays if a clinical trial is suspended or terminated by us, by the IRBs or foreign equivalents of the institutions in which such studies are being conducted, by an independent Safety Review Board for such clinical trial, or by the FDA or other regulatory authorities. Such authorities may suspend or terminate a clinical trial due to a number of factors, including failure to conduct the clinical trial in accordance with regulatory requirements or our clinical protocols, failure to pass inspections of the clinical trial operations or trial site by the FDA or other regulatory authorities, unforeseen safety issues or adverse side effects, failure to demonstrate a benefit from using the product, changes in governmental regulations or administrative actions, issues with the quality of or the manufacturing process used to produce our clinical trial materials or lack of adequate funding to continue the clinical trial. For example, the protocols for certain of our clinical trials require that patients participate in food challenges where they receive increasing amounts of the food to which they are allergic. In our clinical trials, participation in these food challenges has resulted in allergic reactions severe enough to require treatment with epinephrine. It is possible that patients could have allergic reactions severe enough to require hospitalization or even cause death. In such an event, we could be required to suspend or terminate our clinical trials.

If we experience delays in the completion of, or termination of, any clinical trial of our product candidates, the commercial prospects of our product candidates may be harmed, and our ability to generate product revenues from any of these product candidates will be delayed. In addition, any delays in completing our clinical trials will increase our costs, slow down our product candidate development and approval process, and jeopardize our ability to commence product sales and generate revenues. Any of these occurrences could have a material adverse effect on our business, results of operations, financial condition, prospects, and stock price. In addition, many of the factors that cause or lead to a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of regulatory approval of our product candidates.

In certain of our clinical trials, we utilize an oral food challenge procedure designed to trigger an allergic reaction, which could be severe or life threatening.

In accordance with our food allergy clinical trial protocols, in certain clinical trials we utilize a DBPCFC procedure. This consists of giving the offending food protein to patients in order to assess the sensitivity of their food allergy, and thus to assess the safety and efficacy of our product candidates versus placebo. The food challenge protocol is meant to induce objective symptoms of an allergic reaction. These oral food challenge procedures can potentially trigger anaphylaxis, a potentially life-threatening systemic allergic reaction. Even though these procedures are well-controlled, standardized, and performed in highly specialized centers with or near intensive care units, there are inherent risks in conducting a clinical trial of this nature. Such risks may dissuade patients or parents of patients from electing to participate in our clinical trials. In addition, an uncontrolled allergic reaction could potentially lead to a serious or even fatal reaction and any such serious clinical event could potentially adversely affect our clinical development timelines, including a complete clinical hold on our food allergy clinical trials. For instance, we are aware of one clinical trial for a peanut allergy treatment that was terminated by its safety monitoring committee because of severe adverse events arising from the administration of food challenges. We may also become liable to subjects who participate in our clinical trials and experience any such serious or fatal reactions. Any of the foregoing could have a material adverse effect on our business, results of operations, financial condition, prospects, and stock price.

Interim and preliminary data from our clinical trials that we announce or publish from time to time may change as more patient data become available and are subject to audit and verification procedures that could result in material changes in the final data.

From time to time, we may publish interim or preliminary data from our clinical studies. Interim data from clinical trials that we may complete are subject to the risk that one or more of the clinical outcomes may materially change as patient enrollment continues and more patient data become available. Preliminary data also remain subject to audit and verification procedures that may result in the final data being materially different from the preliminary data we previously published. As a result, interim and preliminary data should be viewed with caution until the final data are available. Adverse changes between preliminary or interim data and final data could significantly harm our business prospects.

We rely on third parties to conduct our clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, we may be unable to obtain regulatory approval for or commercialize AR101 or any additional product candidates.

We do not have the ability to conduct clinical trials independently. We rely and plan to continue to rely on medical institutions, clinical investigators, contract laboratories, collaborative partners and other third parties, such as CROs, specialized clinical vendors and consultants to conduct clinical trials on our product candidates. The third parties with whom we contract for execution of our clinical trials play a significant role in the conduct of these studies and the subsequent collection and analysis of data. However, these third parties are not our employees, and except for contractual duties and obligations, we have limited ability to control the amount or timing of resources that they devote to our programs. Although we rely on these third parties to conduct our clinical trials, we remain responsible for ensuring that each of our clinical trials is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards, and our reliance on these third parties does not relieve us of our regulatory responsibilities.

The FDA and foreign regulatory authorities require us and our third-party contractors to comply with regulations and standards, including regulations commonly referred to as good clinical practices, or GCPs, which are regulations and guidelines enforced by the FDA and foreign regulatory authorities for conducting, monitoring, recording and reporting the results of clinical trials to ensure that the data and results are scientifically credible and accurate, and that the clinical trial subjects are adequately informed of the potential risks of participating in clinical trials. Regulatory authorities enforce these GCPs through periodic inspections of clinical trial sponsors, principal investigators and clinical trial sites. If we or any of our third-party contractors fail to comply with applicable GCPs or data privacy requirements, the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials before approving our marketing applications. We cannot assure our stockholders that upon inspection by a given regulatory authority, such regulatory authority will determine that any of our clinical trials complies with GCP regulations.

In addition, principal investigators for our clinical trials may serve as scientific advisors or consultants to us from time to time and may receive compensation in connection with such services. If these relationships and any related compensation result in perceived or actual conflicts of interest, or regulatory authorities conclude that the financial relationship may have affected the interpretation of the trial, the integrity of the data generated at the applicable clinical trial site may be questioned and the utility of the clinical trial itself may be jeopardized, which could result in the delay or rejection by the regulatory authority of any marketing application we submit. Any such delay or rejection could prevent us from commercializing AR101 or our other future product candidates.

Furthermore, certain of our clinical trials must be conducted with product produced under current good manufacturing practice, or cGMP, regulations. Our failure to comply with these regulations may require us to repeat clinical trials, which would delay the regulatory approval process. In addition, the execution of clinical trials, and the subsequent compilation and analysis of the data produced, requires coordination among various parties. In order for these functions to be carried out effectively and efficiently, it is imperative that these parties communicate and coordinate with one another. The collection and use of clinical data by us and our clinical sites, CROs, clinical vendors, clinical labs and collaborators is governed by strict data privacy laws in the United States, Canada and, especially, the EU. Failure to comply with these data privacy regulations could prevent us from using clinical data, and subject us to penalties and fines, which could delay or impair review and potential approval of marketing approval applications for our product candidates. Moreover, these third parties may also have relationships with other commercial entities, some of which may compete with us. In addition, our agreements with third parties may typically be terminated by such third parties upon as little as 30 days' prior written notice or, in certain cases, under certain other circumstances, including our insolvency. If the third parties conducting our clinical trials do not perform their contractual duties or obligations, experience work stoppages, do not meet expected deadlines, terminate their agreements with us or need to be replaced, or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical trial protocols, GCPs or data privacy requirements, we may need to enter into new arrangements with alternative third parties, which could be difficult, costly or impossible, and our clinical trials may be extended, delayed or terminated or may need to be repeated. If any of the foregoing were to occur, we may not be able to obtain regulatory approval for or commercialize the product candidate being tested in such studies.

Even if AR101 or any additional product candidates obtain regulatory approval, they may never achieve market acceptance or commercial success, which will depend, in part, upon the degree of acceptance among clinicians, patients, patient advocacy groups, healthcare payors and the general medical community.

Even if we obtain FDA or other regulatory approvals, AR101 or any additional product candidates may not achieve market acceptance among clinicians, patients, patient advocacy groups, healthcare payors and the general medical community. With respect to AR101, which we intend to market as a means of obtaining protection from accidental exposure to peanut protein and not as a cure for peanut allergy, we anticipate that clinicians will continue to recommend that their patients strictly avoid foods that may contain any amount of peanut protein and continue to carry epinephrine auto-injectors even if the patients have been successfully desensitized with AR101. As a result, if we are unable to persuade clinicians, patients, caregivers and payors that AR101 has therapeutic value when used in conjunction with the practice of avoidance, our sales will be adversely affected.

In addition, we may face challenges in gaining market acceptance as a result of our therapeutic approach, which exposes patients to the exact allergen that poses a risk of causing a severe allergic reaction.

Many clinicians believe that previous oral immunotherapy approaches to the treatment of peanut allergy are too unsafe or unreliable to use in clinical practice. We are also susceptible to changes in the public perception of the safety and efficacy of desensitization treatments. For example, if a competitor's desensitization treatment similar to our own had significant safety issues, perceptions of our products could also be negatively impacted even if our product did not have similar safety issues. If we are unable to convince clinicians and their patients that AR101 is safe and reliable, our sales will be adversely affected.

Furthermore, market acceptance of AR101 or any additional product candidates for which we receive approval depends on a number of factors, including:

- the efficacy of the product as demonstrated in clinical trials;
- the frequency and severity of any adverse effects and overall safety profile of the product;
- the clinical indication for which the product is approved including any limitations on the patient population for which it is indicated;
- acceptance by clinicians and patients of the product as a safe and effective treatment and their perceptions of the benefit of the product;
- the evaluation of our products by governmental health technology assessment organizations;
- the relative convenience and ease of administration of our products, including patients' acceptance of the need to take our product candidates mixed with food;
- patient and parent acceptance of our product's formulation and packaging;
- the willingness of patients to comply with a treatment regimen that requires daily administration of our product candidates on a chronic basis;
- the potential and perceived advantages of our product candidates over current treatment options or alternative treatments, including future alternative treatments;
- the cost of treatment in relation to alternative treatments and willingness to pay for our products, if approved, on the part of clinicians and patients;
- the availability of products and their ability to meet market demand, including a reliable supply for long-term daily treatment;
- the strength of our marketing and distribution organizations;
- the quality of our relationships with patient advocacy groups; sufficient third-party coverage or reimbursement for our product candidates; and
- sufficient third-party payments to clinicians for the procedures necessary to administer product candidates.

Any failure by our product candidates that obtain regulatory approval to achieve market acceptance or commercial success would adversely affect the results of our operations.

In September 2017, the FDA announced that it would permit the labeling of conventional food products containing ground peanuts to bear a qualified health claim stating that for certain infants and under certain conditions, the consumption of such products may reduce the risk of developing peanut allergy. This qualified health claim speaks to risk reduction rather than treatment of peanut allergy. AR101 is an investigational biologic for the treatment of peanut allergy. Significant and successful use of such food products or dietary supplements to reduce the risk of peanut allergy may impact the prevalence of peanut allergy and the level of demand for AR101, which may adversely impact our business and results of operations.

AR101, if approved, or any additional product candidates may face significant competition and our failure to effectively compete may prevent us from achieving significant market penetration.

The pharmaceutical market is highly competitive and dynamic and is characterized by rapid and substantial technological development and product innovations. In particular, we compete in the segments of the pharmaceutical, biotechnology and other related markets that address the treatment of food allergies. As a result, we may face competition from many pharmaceutical and biotechnology companies, with considerably more resources and experience than we have, that are researching and selling products designed to treat food allergies or allergies in general. For example, in October 2017, DBV Technologies S.A. announced results from its completed Phase 3 clinical trial evaluating Viaskin Peanut, a patch technology that epicutaneously delivers food allergens to the patient with the goal of desensitizing the patient to the allergens, in peanut-allergic patients (4 to 11 years of age). DBV submitted, and then subsequently withdrew, a BLA for this product. However, DBV may choose to resubmit the BLA after additional discussions with the FDA. AnaptysBio, Inc. is developing an IL-33 antibody, ANB020, for the treatment of atopic diseases including atopic dermatitis, eosinophilic asthma and peanut allergy. ANB020 is under investigation in a Phase 2a trial of approximately 20 adults with peanut allergy.

Many of our competitors have materially greater financial, manufacturing, marketing, research and drug development resources than we do. Large pharmaceutical and biotechnology companies in particular have extensive expertise in nonclinical and clinical testing and in obtaining regulatory approvals for drugs. In addition, academic institutions, government agencies and other public and private organizations conducting research may seek patent protection with respect to potentially competitive products or technologies. These organizations may also establish exclusive collaborative or licensing relationships with our competitors. Failure to effectively compete against additional products approved for the treatment of peanut allergy could harm our business and results of operations.

We may also face competition from clinicians who provide oral immunotherapy to patients using commercially available source material. In addition, peanut allergic patients may attempt to use food products as a substitute for AR101 in the maintenance portion of our AR101 treatment program. If we are unable to convince clinicians, patients and caregivers, that our products have advantages over these self-developed approaches to oral immunotherapy, our business and results of operation could be materially adversely affected.

AR101 and any additional product candidates are regulated as biological products, or biologics, which may subject them to competition sooner than anticipated.

With the enactment of the Biologics Price Competition and Innovation Act of 2009, or BPCIA, as part of the Affordable Care Act, an abbreviated pathway for the approval of biosimilar and interchangeable biological products was created. The abbreviated regulatory pathway establishes legal authority for the FDA to review and approve biosimilar biologics, including the possible designation of a biosimilar as “interchangeable” based on its similarity to an existing brand product. To be considered biosimilar, a product candidate must be highly similar to the reference product notwithstanding minor differences in clinically inactive components. In addition, there can be no clinically meaningful differences between the product candidate and the reference product in terms of the safety, purity and potency of the product. For the FDA to approve a biosimilar product as interchangeable with a reference product, the agency must find that the biosimilar product can be expected to produce the same clinical results as the reference product, and (for products administered multiple times) that the biologic and the reference biologic may be switched after one has been previously administered without increasing safety risks or risks of diminished efficacy relative to exclusive use of the reference biologic. We believe that the concentrations of relevant proteins in the peanut flour we source pursuant to our exclusive contract with GPC are significantly different from the concentrations of proteins found in other commercially available sources of peanut flour, and that a product candidate using different concentrations of such proteins or different proteins might not be considered “highly similar” to AR101 by the FDA. In that case, such a product candidate would not be eligible for the biosimilar approval pathway. However, there can be no guarantee that the FDA would agree with this interpretation. Indeed, the BPCIA is complex and is still being interpreted and implemented by the FDA. As a result, its ultimate impact, implementation and meaning are subject to uncertainty. While it is uncertain when such processes intended to implement the BPCIA may be fully adopted by the FDA, any such processes could have a material adverse effect on the future commercial prospects for our biological product candidates.

Under the BPCIA, no approval of an application for a biosimilar product may be made effective until 12 years after the original branded product is first licensed by the FDA pursuant to the approval of a BLA. We believe that if the FDA approves a BLA for AR101, AR101 should qualify for this 12-year period of market exclusivity, known as reference product exclusivity, such that no approval of a biosimilar version of our product could become effective prior to the expiration of that 12-year period. However, these exclusivity provisions have been subject to various interpretations that have not yet been fully addressed by the FDA, and there is a risk that this exclusivity could be shortened due to congressional action or otherwise, or that the FDA will not consider AR101 to be eligible for reference product exclusivity, potentially creating the opportunity for competition sooner than anticipated. In addition, even if AR101 were to receive reference product exclusivity, a competitor may seek approval of a product candidate under a full BLA rather than a biosimilar product application. In such a case, although the competitor would not enjoy the benefits of the abbreviated pathway for biosimilar approval created under the BPCIA, the FDA would not be precluded from making effective an approval of the competitor product pursuant to a BLA prior to the expiration of our 12-year period of marketing exclusivity.

In addition, the extent to which a biosimilar, once approved, will be substituted for any one of our reference products in a way that is similar to traditional generic substitution for non-biological products is not yet clear. In particular, it is unclear at this juncture whether products deemed “interchangeable” by the FDA will, in fact, be readily substituted by pharmacies. Such substitution will depend on a number of marketplace and regulatory factors that are still developing.

Any product candidate that we are able to commercialize may become subject to unfavorable pricing regulations, third-party coverage or reimbursement policies.

Significant uncertainty exists as to the coverage and reimbursement status of any drug candidates for which we obtain regulatory approval. Our ability to commercialize any products successfully in the United States will depend in part on the extent to which adequate coverage and reimbursement for these products becomes available from third-party payors, including government health administration authorities, such as those that administer the Medicare and Medicaid programs, and private health insurers. Third-party payors are generally able to affect the utilization of drugs by a variety of mechanisms, including deciding which medications they will cover, determining the amount they will pay for a product, establishing which formulary tier to place the drug on that may result in, among other things, greater out-of-pocket costs to patients, and creating pre-authorization procedures. A primary trend in the U.S. healthcare industry is cost containment. Coverage, reimbursement, out-of-pocket costs to patients, and pre-authorization requirements may impact the demand for any product for which we obtain regulatory approval. Increasingly, third-party payors are requiring that companies provide them with predetermined discounts from list prices and are challenging the prices charged for medical products. If coverage and reimbursement are not available or are available only at limited levels, we may not be able to successfully commercialize any product candidate that we successfully develop.

There may be significant delays in obtaining coverage and reimbursement for approved products, and coverage may be more limited than the purposes for which the product is approved by the FDA. Moreover, eligibility for reimbursement does not imply that any product will be paid for in all cases or at a rate that covers our costs, including research, development, manufacture, sale and distribution. Interim payments for new products, if applicable, may also not be sufficient to cover our costs and may not be made permanent. Payment rates may vary according to the use of the product and the clinical setting in which it is used, may be based on payments allowed for lower cost products that are already reimbursed and may be incorporated into existing payments for other services. Net prices for products may be reduced by mandatory discounts or rebates required by government healthcare programs or private payors and by any future relaxation of laws that presently restrict imports of products from countries where they may be sold at lower prices than in the United States. In the United States, private third-party payors often rely upon Medicare coverage and reimbursement policies and payment limitations in setting their own coverage and reimbursement policies. Our inability to promptly obtain adequate coverage, reimbursement and profitable payment rates from both government funded and private payors for new products that we develop could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price.

In addition, the anticipated treatment regimen for AR101 and our other products candidates requires a clinician to see the patient every two weeks during the dose escalation portion of the regimen. These appointments may take significant time as the patient has to be monitored for two hours after receiving an increased dose. It is not certain whether the existing reimbursement codes that can be appropriately used for these visits adequately compensate clinicians for the time spent on the visits. We may decide to seek the creation of new codes and associated reimbursement rates to ensure that clinicians are adequately compensated; however, creation of new codes is a complicated and lengthy process and we may not be successful in any such efforts. If appropriate codes and compensation are not available, clinicians may be deterred from offering AR101 to their patients and our business and operating results would be adversely affected.

In the past, under the Medicare program, physician payments were updated on an annual basis according to a statutory formula. When the application of the statutory formula for the update factor would have resulted in a decrease in total physician payments, Congress would intervene with interim legislation to prevent the reductions. In April 2015, however, the Medicare Access and CHIP Reauthorization Act of 2015, or MACRA, was signed into law, which repealed and replaced the statutory formula for Medicare payment adjustments to physicians. MACRA provided a permanent end to the annual interim legislative updates that had previously been necessary to delay or prevent significant reductions to payments under the Medicare Physician Fee Schedule. MACRA provides for a 0.25% update through 2019, and a 0% annual update each year through 2025. In addition, MACRA required the establishment of the Merit-Based Incentive Payment System, or MIPS, beginning in 2019, under which physicians may receive performance-based payment incentives or payment reductions based on their performance with respect to clinical quality, resource use, clinical improvement activities and meaningful use of electronic health records. MACRA also required the Centers for Medicare & Medicaid Services, or CMS, beginning in 2019, to provide incentive payments for physicians and other eligible professionals that participate in alternative payment models, such as accountable care organizations, that emphasize quality and value over the traditional volume-based fee-for-service model. It is unclear what impact, if any, MACRA will have on our business and operating results, but any resulting decrease in payment may result in reduced demand for our product candidates or additional pricing pressures.

Outside of the United States, the regulations that govern regulatory approvals, pricing, coverage and reimbursement for new therapeutic products vary widely from country to country. Some countries require approval of the sale price of a product before it can be marketed. In many countries, the pricing review period begins after marketing or product licensing approval is granted. In some foreign markets, prescription pharmaceutical pricing remains subject to continuing governmental control even after initial approval is granted. As a result, we might obtain regulatory approval for a product in a particular country, but then be subject to price regulations that delay or prevent our commercial launch of the product and negatively impact the revenue we are able to generate from the sale of the product in that country. We will need to evaluate clinician compensation mechanisms in each market outside of the United States to determine whether any action needs to be taken to allow for payment of physicians for administration of the treatment regimens.

If product liability lawsuits are brought against us, we may incur substantial liabilities and may be required to limit commercialization of AR101 or any additional product candidates, and our existing insurance coverage may not be sufficient to satisfy any liability that may arise.

We face an inherent risk of product liability as a result of the clinical testing of our product candidates and will face an even greater risk if we commercialize any products. For example, we may be sued if any product we develop allegedly causes injury or is found to be otherwise unsuitable during product testing, manufacturing, marketing or sale. In addition, we may be sued if our product fails to protect a patient from exposure to a food allergen. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability and a breach of warranties.

Claims could also be asserted under state consumer protection acts. If we cannot successfully defend ourselves against product liability claims, we may incur substantial liabilities or be required to limit commercialization of our product candidates. Even successful defense would require significant financial and management resources.

Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for AR101 or any additional product candidates;
- injury to our reputation;
- withdrawal of clinical trial participants;
- costs to defend the related litigation;
- a diversion of management's time and our resources;
- substantial monetary awards to clinical trial participants or patients;
- regulatory investigations, product recalls or withdrawals, or labeling, marketing or promotional restrictions;
- loss of revenue; and
- the inability to commercialize AR101 or any additional product candidates.

Our inability to obtain and maintain sufficient product liability insurance at an acceptable cost and scope of coverage to protect against potential product liability claims could prevent or inhibit the commercialization of AR101 or any additional products we develop. Although we maintain product liability insurance covering the use of our product candidates in clinical trials, any claim that may be brought against us could result in a court judgment or settlement in an amount that is not covered, in whole or in part, by our insurance or that is in excess of the limits of our insurance coverage. Our insurance policies also have various exclusions and deductibles, and we may be subject to a product liability claim for which we have no coverage. We will have to pay any amounts awarded by a court or negotiated in a settlement that exceed our coverage limitations or that are not covered by our insurance, and we may not have, or be able to obtain, sufficient capital to pay such amounts. Moreover, in the future, we may not be able to maintain insurance coverage at a reasonable cost or in sufficient amounts to protect us against losses.

If and when we obtain approval for marketing AR101, we intend to expand our insurance coverage to include the sale of AR101. However, we may be unable to obtain this liability insurance on commercially reasonable terms, if at all.

We will need to significantly increase the size of our organization, and we may experience difficulties in managing growth.

As of December 31, 2018, we had 215 full-time employees. We will need to continue to expand our managerial, operational, finance, clinical, manufacturing, commercial and other resources in order to manage our operations, regulatory filings, manufacturing and supply activities, marketing and commercialization activities, clinical trials and develop and commercialize AR101 or any additional product candidates. Our management, personnel, systems and facilities currently in place may not be adequate to support this future growth. Our need to effectively execute our growth strategy requires that we:

- expand our general and administrative, manufacturing, commercialization and clinical development organizations;
- identify, recruit, retain, incentivize and integrate additional employees;
- establish the infrastructure necessary to support international operations;
- manage our internal development efforts effectively while carrying out our contractual obligations to third parties; and
- continue to improve our operational, legal, financial and management controls, reporting systems and procedures.

We may be unable to successfully implement these tasks, which could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price.

If we fail to attract and retain senior management, we may be unable to successfully develop AR101 or any additional product candidates, conduct our clinical trials and commercialize AR101 or any additional product candidates.

Our success depends in part on our continued ability to attract, retain and motivate highly qualified personnel. In particular, we are highly dependent upon our senior management. The loss of services of any of these individuals could delay or prevent the successful development of our product pipeline, completion of our planned clinical trial or the commercialization of AR101 or any additional product candidates. Although we have entered into employment agreements with our senior management team, these agreements do not provide for a fixed term of service. In addition, certain members of our senior management team, including our President and Chief Executive Officer, who joined us in June 2018, have worked together for only a relatively short period of time and it may be difficult to evaluate their effectiveness, on an individual or collective basis, and ability to address future challenges to our business.

Although we have not historically experienced unique difficulties attracting and retaining qualified employees, we could experience such problems in the future. For example, competition for qualified personnel in the biotechnology and pharmaceuticals field is intense due to the limited number of individuals who possess the skills and experience required by our industry. We will need to hire additional personnel as we expand our clinical development and manufacturing activities. We may not be able to attract and retain quality personnel on acceptable terms or at all. In addition, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or that they have divulged proprietary or other confidential information, or that their former employers own their research output.

We incur significant costs as a result of operating as a public company, and our management devotes substantial time to new compliance initiatives. We may fail to comply with the rules that apply to public companies, including Section 404 of the Sarbanes-Oxley Act of 2002, which could result in sanctions or other penalties that would harm our business.

We incur significant legal, accounting and other expenses as a public company, including costs resulting from public company reporting obligations under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and regulations regarding corporate governance practices. We are subject to Section 404 of The Sarbanes-Oxley Act of 2002, or Section 404, and the related rules of the Securities and Exchange Commission, or SEC, which generally require our management and independent registered public accounting firm to report on the effectiveness of our internal control over financial reporting. In addition, the listing requirements of The Nasdaq Global Select Market require that we satisfy certain corporate governance requirements relating to director independence, distributing annual and interim reports, stockholder meetings, approvals and voting, soliciting proxies, conflicts of interest and a code of conduct. Our management and other personnel will need to devote a substantial amount of time to ensure that we comply with all of these requirements. Moreover, the reporting requirements, rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. Any changes we make to comply with these obligations may not be sufficient to allow us to satisfy our obligations as a public company on a timely basis, or at all. These reporting requirements, rules and regulations, coupled with the increase in potential litigation exposure associated with being a public company, could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or board committees or to serve as executive officers, or to obtain certain types of insurance, including directors' and officers' insurance, on acceptable terms. In addition, as a public company we are required to file accurate and timely quarterly and annual reports with the SEC under the Exchange Act. Any failure to report our financial results on an accurate and timely basis could result in sanctions, lawsuits, delisting of our shares from The Nasdaq Global Select Market or other adverse consequences that would materially affect our business.

We implemented an enterprise resource planning, or ERP, system for our company during the third quarter of 2018. Our ERP system is intended to combine and streamline the management of our financial, accounting, human resources, sales and marketing and other functions, enabling us to manage operations and track performance more effectively. However, our ERP system will require us to complete many processes and procedures for the effective use of the system and to run our business using the system. As a result, we expect to incur substantial costs in order to utilize the system going forward. Additionally, in the future, we may be limited in our ability to convert any business that we acquire to the ERP. Any disruptions or difficulties in implementing or using our ERP system could adversely affect our controls and harm our business, including our ability to forecast or make sales and collect our receivables. Moreover, such disruption or difficulties could result in unanticipated costs and diversion of management attention.

If we are not successful in identifying, acquiring or commercializing additional product candidates, our ability to expand our business and achieve our strategic objectives would be impaired.

Although a substantial amount of our effort will focus on the continued clinical testing, potential approval and commercialization of AR101, an important element of our strategy is to expand our product portfolio by identifying, developing and commercializing additional therapies including therapies using our CODIT therapeutic approach, including product candidates for the treatment of egg allergy and multi-nut allergy. A key component of our CODIT approach is utilizing defined dosages of well-characterized food proteins in order to allow for gradual up dosing. This requires manufacturing stable and standardized drug product, which, for naturally occurring food-based drug products, can be complex and difficult especially in low doses. Other than AR101, none of our product candidates have been tested in human clinical trials. In addition, we intend to evaluate third-party product candidates and technologies for the treatment of food allergies. Our efforts to develop, acquire or in-license product candidates may be unsuccessful for many reasons, including:

- we may not be successful in identifying potential product candidates;
- we may not accurately assess the relative technical feasibility or commercial potential of potential product candidates and may not select the most promising product candidates for development, acquisition or in-licensing;
- competitors may develop alternatives that render our product candidates obsolete or less attractive;
- product candidates we develop, acquire or in-license may nevertheless be covered by third-parties' patents or other exclusive rights;
- the market for a product candidate may change over time so that such a product may become unreasonable to continue to develop;
- a product candidate may on further study be shown to have harmful side effects or other characteristics that indicate it is unlikely to be effective or otherwise does not meet applicable regulatory criteria;
- we may have difficulties finding contract manufacturers willing to manufacture our product candidates, which include food allergens;

- a product candidate may not be capable of being produced in clinical or commercial quantities at an acceptable cost, or at all; and
- a product candidate may not be accepted as safe and effective by clinicians, patients, patient advocacy groups, healthcare payors or the general medical community.

If we fail to develop and successfully commercialize other product candidates, our business and future prospects may be harmed and our business will be more vulnerable to any problems that we encounter in developing and commercializing AR101.

Our existing and any future collaboration arrangements that we may enter into in the future may not be successful, which could adversely affect our ability to develop and commercialize AR101 and potential additional product candidates.

In October 2017, we entered into a clinical collaboration agreement with Regeneron Ireland Unlimited Company and Sanofi Biotechnology SAS to study AR101 with adjunctive dupilumab in peanut-allergic patients in a Phase 2 trial sponsored by Regeneron, which was initiated in October 2018. In the future we may seek additional collaboration arrangements with pharmaceutical or biotechnology companies for the development or commercialization of AR101 and other product candidates depending on the merits of retaining commercialization rights for ourselves as compared to entering into collaboration arrangements. We face significant competition in seeking appropriate collaborators. Moreover, collaboration arrangements are complex and time-consuming to negotiate, document, implement and maintain. We may also not be successful in our efforts to establish and implement collaborations or other alternative arrangements that we have entered into or that we may choose to enter into in the future. The terms of any such collaborations or other arrangements may also not be favorable to us.

Our existing and any future collaborations that we may enter into may not be successful. The success of such collaboration arrangements will depend heavily on the efforts and activities of our collaborators and any such collaboration agreement may not result in the realization of the benefits we expected to achieve upon our entry into such arrangements. Collaborations are subject to numerous risks, which may include that:

- collaborators have significant discretion in determining the efforts and resources that they will apply to collaborations;
- collaborators may not pursue development and commercialization of our product candidates or may elect not to continue or renew development or commercialization programs based on clinical trial results, changes in their strategic focus due to the acquisition of competitive products, availability of funding or other external factors, such as a business combination that diverts resources or creates competing priorities;
- any of our product candidates that are administered in combination with a collaborator's product or product candidate could result in previously unforeseen adverse events or adverse events that are primarily related to the adjunctive therapy but cause higher rates or more severe events of treatment related adverse events;
- collaborators may delay clinical trials, provide insufficient funding for a clinical trial program, stop a clinical trial, abandon a product candidate, repeat or conduct new clinical trials or require a new formulation of a product candidate for clinical testing;
- collaborators could independently develop, or develop with third parties, products that compete directly or indirectly with our products or product candidates;
- a collaborator with marketing, manufacturing and distribution rights to one or more products may not commit sufficient resources to or otherwise not perform satisfactorily in carrying out these activities;
- we could grant exclusive rights to our collaborators that would prevent us from collaborating with others;
- collaborators may not properly maintain or defend our intellectual property rights or may use our intellectual property or proprietary information in a way that gives rise to actual or threatened litigation that could jeopardize or invalidate our intellectual property or proprietary information or expose us to potential liability;
- disputes may arise between us and a collaborator that causes the delay or termination of the research, development or commercialization of our current or additional products or that results in costly litigation or arbitration that diverts management attention and resources;
- collaborations may be terminated, and, if terminated, may result in a need for additional capital to pursue further development or commercialization of the applicable current or additional products;

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- collaborators may own or co-own intellectual property covering our products that results from our collaborating with them, and in such cases, we would not have the exclusive right to develop or commercialize such intellectual property; and
- a collaborator's sales and marketing activities or other operations may not be in compliance with applicable laws resulting in civil or criminal proceedings.

If we engage in acquisitions, we will incur a variety of costs and we may never realize the anticipated benefits of such acquisitions.

We may attempt to acquire businesses, technologies, services, products or product candidates that we believe are a strategic fit with our business. If we do undertake any acquisitions, the process of integrating an acquired business, technology, service, products or product candidates into our business may result in unforeseen operating difficulties and expenditures, including diversion of resources and management's attention from our core business. In addition, we may fail to retain key executives and employees of the companies we acquire, which may reduce the value of the acquisition or give rise to additional integration costs. Future acquisitions could result in additional issuances of equity securities that would dilute the ownership of existing stockholders. Future acquisitions could also result in the incurrence of debt, contingent liabilities or the amortization of expenses related to other intangible assets, any of which could adversely affect our operating results. In addition, we may fail to realize the anticipated benefits of any acquisition.

Recent U.S. tax legislation and future changes to applicable U.S. or foreign tax laws and regulations may have a material adverse effect on our business, financial condition and results of operations.

We are subject to income and other taxes in the U.S. and foreign jurisdictions. Changes in laws and policy relating to taxes or trade may have an adverse effect on our business, financial condition and results of operations. For example, the U.S. government recently enacted significant tax reform, and certain provisions of the new law may adversely affect us. Changes include, but are not limited to, a federal corporate tax rate decrease from 34% to 21% for tax years beginning after December 31, 2017, the transition of U.S. international taxation from a worldwide tax system to a more generally territorial system, and a one-time transition tax on the mandatory deemed repatriation of foreign earnings. The legislation is unclear in many respects and could be subject to potential amendments and technical corrections and will be subject to interpretations and implementing regulations by the Treasury and Internal Revenue Service, any of which could mitigate or increase certain adverse effects of the legislation. In addition, it is unclear how these U.S. federal income tax changes will affect state and local taxation. Generally, future changes in applicable U.S. or foreign tax laws and regulations, or their interpretation and application could have an adverse effect on our business, financial conditions and results of operations.

If we obtain approval to commercialize AR101 outside of the United States, a variety of risks associated with international operations could materially adversely affect our business.

If we or a collaborator seek to commercialize AR101 outside the United States, we expect that we will be subject to additional risks related to entering into these international markets or business relationships, including:

- different regulatory requirements for drug approvals in foreign countries;
- different approaches by reimbursement agencies regarding the assessment of the cost effectiveness of AR101;
- differing U.S. and foreign drug import and export rules;
- reduced protection for intellectual property rights in certain foreign countries;
- unexpected changes in tariffs, trade barriers and regulatory requirements;
- different reimbursement systems for food allergy medications and for clinicians treating food allergy patients;
- different data privacy regulations, especially in the European Union;
- economic weakness, including inflation, or political instability in particular foreign economies and markets;
- compliance with tax, employment, immigration and labor laws for employees living or traveling abroad;
- foreign taxes, including withholding of payroll taxes;
- foreign currency fluctuations, which could result in increased operating expenses and reduced revenues, and other obligations incident to doing business in another country;
- workforce uncertainty in countries where labor unrest is more common than in the United States;
- production shortages resulting from any events affecting raw material supply or manufacturing capabilities abroad;

- potential liability resulting from activities conducted on our behalf by distributors or other vendors we engage; and
- business interruptions resulting from geopolitical actions, including war and terrorism, or natural disasters.

The results of the United Kingdom’s referendum on withdrawal from the European Union may have a negative effect on global economic conditions, financial markets and our business.

In June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum, which is commonly referred to as Brexit. In March 2017, the U.K. government delivered to the European Council notice of its intention to leave the European Union. In the absence of an executed withdrawal agreement with the European Union, the effective date of the United Kingdom’s withdrawal from the European Union will, unless extended by the European Council in agreement with the United Kingdom, be March 29, 2019. There are many ways in which our business could be affected by this event, only some of which we can identify at this time. The negotiation of the withdrawal agreement has been, to date, a lengthy and contentious process, and we do not, as at the date of this Annual Report, have certainty as to the terms of the United Kingdom’s future relationship with the European Union. Indeed, the negotiations may, ultimately, be unsuccessful and the United Kingdom may not reach agreement with the European Union on the future terms of the United Kingdom’s relationship with the European Union. If no agreement is reached, there will be a period of considerable uncertainty particularly in relation to United Kingdom financial and banking markets as well as on the regulatory process in Europe. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets.

We have ongoing business in the United Kingdom and the European Union, including employees in the United Kingdom. Further, our ongoing ARTEMIS study is being conducted solely in Europe. Any application for Marketing Authorization, or MA, for AR101 or any other product candidate that we may file in the future must be filed by an entity located in a European Union member nation. While we are already in the process of establishing a network of subsidiary undertakings in continental Europe and anticipate that our MAA for AR101 will be filed by our subsidiary, Aimmune Therapeutics Netherlands B.V., we may face new regulatory costs and challenges that could have a material adverse effect on our operations. In addition, the lack of clarity about future United Kingdom laws and regulations, as the United Kingdom determines which European Union laws to replace or replicate in the event of a withdrawal, includes regulations related to clinical trials, marketing authorization for drug products, intellectual property rights and employment and labor matters. A lack of clarity in these areas, which are central to the development of our product candidates in the United Kingdom and the European Union and our ongoing business activities in the United Kingdom, may cause operational and strategic uncertainty for us as we consider the timing of and requirements for approval in the United Kingdom for AR101 and the effect of a potential withdrawal on our employees located in the United Kingdom, including those employees who are non-UK citizens and whose rights to live and work in the UK may change following Brexit.

Our business involves the use of hazardous materials and we and our third-party manufacturers and suppliers must comply with environmental laws and regulations, which can be expensive and restrict how we do business.

Our research and development activities and our third-party manufacturers’ and suppliers’ activities involve the controlled storage, use and disposal of hazardous materials. We and our manufacturers and suppliers are subject to laws and regulations governing the use, manufacture, storage, handling and disposal of these hazardous materials. In some cases, these hazardous materials and various wastes resulting from their use are stored at our and our manufacturers’ facilities pending their use and disposal. We cannot eliminate the risk of contamination, which could cause an interruption of our commercialization efforts, research and development efforts and business operations, environmental damage resulting in costly clean up and liabilities under applicable laws and regulations governing the use, storage, handling and disposal of these materials and specified waste products. Although we believe that the safety procedures utilized by our third-party manufacturers for handling and disposing of these materials generally comply with the standards prescribed by these laws and regulations, we cannot guarantee that this is the case or eliminate the risk of accidental contamination or injury from these materials. In such an event, we may be held liable for any resulting damages and such liability could exceed our resources and governmental authorities may curtail our use of certain materials and/or interrupt our business operations. Furthermore, environmental laws and regulations are complex, change frequently and have tended to become more stringent. We cannot predict the impact of such changes and cannot be certain of our future compliance. We do not currently carry biological or hazardous waste insurance coverage. Any of the foregoing risks could have a material adverse impact on our business.

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Unfavorable global economic conditions could adversely affect our business, financial condition or results of operations.

Our results of operations could be adversely affected by general conditions in the global economy and in the global financial markets. The most recent global financial crisis caused extreme volatility and disruptions in the capital and credit markets. A severe or prolonged economic downturn, such as the most recent global financial crisis, could result in a variety of risks to our business, including reduced ability to raise additional capital when needed on acceptable terms, if at all. A weak or declining economy could also strain our suppliers, possibly resulting in supply disruption. Any of the foregoing could have a materially adverse impact on our business and we cannot anticipate all of the ways in which the current economic climate and financial market conditions could adversely impact our business.

We or the third parties upon whom we depend may be adversely affected by earthquakes or other natural disasters and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster.

Our corporate headquarters is located in the San Francisco Bay Area, which in the past has experienced severe earthquakes. We do not carry earthquake insurance. Earthquakes or other natural disasters could severely disrupt our operations and could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price.

If a natural disaster, power outage or other event occurred that prevented us from using all or a significant portion of our headquarters, that damaged critical infrastructure, such as our enterprise financial systems or manufacturing resource planning and enterprise quality systems, or that otherwise disrupted operations, it may be difficult or, in certain cases, impossible for us to continue our business for a substantial period of time. The disaster recovery and business continuity plans we have in place currently are limited and are unlikely to prove adequate in the event of a serious disaster or similar event. We may incur substantial expenses as a result of the limited nature of our disaster recovery and business continuity plans, which, particularly when taken together with our lack of earthquake insurance, could have a material adverse effect on our business.

Furthermore, our contract manufacturer and integral parties in our supply chain, are operating from single sites, increasing their vulnerability to natural disasters or other sudden, unforeseen and severe adverse events. In particular, our manufacturing facility for AR101 is located in Florida, which has historically and very recently experienced severe hurricanes. In addition, the source material for AR101 is a specific type of peanut flour that is grown and processed in Georgia, which has historically experienced tornadoes and hurricanes. If hurricanes or other natural disasters were to affect our contract manufacturer or our supply chain, it could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price.

A failure in our operational systems or infrastructure or those of third parties, including those caused by security breaches, cyber-attacks or data protection failures, could disrupt our business, damage our reputation and causes losses.

Our operations rely on the secure processing, storage, and transmission of confidential and other information and assets, including in our computer systems and networks. Our business, including our ability to report our financial results in a timely and accurate manner and our ability to collect and analyze clinical data to support regulatory filings for our product candidates, depends significantly on the integrity, availability and timeliness of the data we maintain, as well as the data and assets held through third party outsourcers, such as clinical vendors and clinical research organizations, service providers and systems.

Although we have implemented administrative and technical controls and take protective actions to reduce the risk of cyber incidents and to protect our information technology and assets, and we endeavor to modify such procedures as circumstances warrant and negotiate agreements with third party providers to protect our assets, such measures may be insufficient to prevent, among other things, unauthorized access, computer viruses, malware or other malicious code or cyber-attack, catastrophic events, system failures and disruptions (including in relation to new security measures and systems), employee errors or malfeasance, third party (including outsourced service providers) errors or malfeasance, loss of assets and other security events (each, a "Security Event"). We may be subject to Security Events, which could have a material adverse impact on our business, results of operations or financial condition. As the breadth and complexity of our security infrastructure continues to grow, the potential risk of a Security Event increases. If Security Events occur, these events may jeopardize our or our clinical vendors' or collaborators' or counterparties' confidential and other information processed and stored with us, and transmitted through our computer systems and networks, or otherwise cause interruptions, delays, or malfunctions in our, counterparties' or third parties' operations, or result in data loss or loss of assets which could result in significant losses and/or fines, reputational damage or a material adverse effect on our business, financial condition or operating results. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures and to pursue recovery of lost data or assets and we may be subject to litigation and financial losses. We currently maintain cyber liability insurance that provides third party or first party liability coverages to protect us, subject to policy limits and coverages, against certain events that could be a Security Event. However, a Security Event could nonetheless have a material adverse effect on our operating results or financial condition.

We outsource certain technology and business process functions to third parties and may increasingly do so in the future. For example, we outsource certain data management and analysis functions for our clinical trials and use cloud-based systems for financial and human resources data. If we do not effectively develop, implement and monitor our outsourcing strategy, third party providers do not perform as anticipated or we experience technological or other problems with a transition, we may not realize productivity improvements or cost efficiencies and may experience operational difficulties, increased costs and loss of business. Our outsourcing of certain technology and business processes functions to third parties may expose us to enhanced risks related to data security, which could result in monetary and reputational damages. In addition, our ability to receive services from third party providers may be impacted by cultural differences, political instability, unanticipated regulatory requirements or policies. As a result, our ability to conduct our business may be adversely affected.

Our product development programs for candidates may require substantial financial resources and may ultimately be unsuccessful.

In addition to the development of AR101, we are pursuing development of our additional product candidates. Our current development programs for such additional product candidates are in the pre-clinical formulation and process development phase and may not result in product candidates we can advance to the clinical development phase. None of our other potential product candidates have commenced clinical trials, and there are a number of FDA and foreign regulatory requirements that we must satisfy before we can commence these clinical trials. Satisfaction of these requirements will entail substantial time, effort and financial resources, and we may never satisfy these requirements. We filed an IND application for a product candidate for the treatment of egg allergy in December 2018, and we are exploring and expect to continue to explore activities to support filing of an IND for a product candidate for the treatment of multi-nut allergy. Any time, effort and financial resources we expend on our other early-stage development programs may adversely affect our ability to continue development and commercialization of AR101, and we may never commence clinical trials of such development programs despite expending significant resources in pursuit of their development. Even if we do commence clinical trials of our other potential product candidates, such product candidates may never be approved by the FDA or the foreign regulatory authorities.

Risks Related to Government Regulation

The regulatory approval process is highly uncertain and we may not obtain regulatory approval for the commercialization of AR101 or any additional product candidates.

The research, testing, manufacturing, labeling, approval, selling, import, export, marketing and distribution of biologics are subject to extensive regulation by the FDA and other regulatory authorities in the United States and other countries, which regulations differ from country to country.

Neither we nor any future collaboration partner will be permitted to market AR101 or any additional product candidate in the United States until we receive approval of a BLA from the FDA, and we will not be permitted to market AR101 in other countries until similar regulatory approvals are obtained in those countries. We have submitted our AR101 BLA but have not yet obtained regulatory approval for AR101 anywhere in the world and may not be able to do so until we complete additional clinical trials. Obtaining regulatory approval of a BLA in the United States and similar applications in other countries can be a lengthy, expensive and uncertain process. In addition, failure to comply with FDA and other applicable United States and foreign regulatory requirements may subject us to administrative or judicially imposed sanctions or other actions, including:

- warning letters;
- civil and criminal penalties;
- injunctions;
- withdrawal of regulatory approval of products;
- product seizure or detention;
- product recalls;
- total or partial suspension of production; and
- refusal to approve pending BLAs or supplements to approved BLAs.

Prior to obtaining approval to commercialize a product candidate in the United States or abroad, we or our collaborators must demonstrate with substantial evidence from well-controlled clinical trials, and to the satisfaction of the FDA or other foreign regulatory authorities, that such product candidates are safe, pure, potent and effective for their intended uses. The number of nonclinical studies and clinical trials that will be required for FDA approval varies depending on the product candidate, the disease or condition that the product candidate is designed to address, and the regulations applicable to any particular product candidate. Results from nonclinical studies and clinical trials can be interpreted in different ways. Even if we believe the nonclinical or clinical data for our product candidates are promising, regulatory authorities may not agree that such data are sufficient to support approval. Administering product candidates to humans may produce undesirable side effects, which could interrupt, delay or halt clinical trials and result in the FDA or other regulatory authorities denying approval of a product candidate for any or all targeted indications.

Regulatory approval of a BLA or equivalent application in other territories is not guaranteed, and the approval process is expensive and may take several years. The FDA and foreign regulatory authorities also have substantial discretion in the approval process, we may be required to expend additional time and resources to obtain an approval, if any, and any approval we may seek may be delayed or prevented. For example, the FDA or other regulatory authorities may require us to conduct additional clinical trials for AR101 either prior to or post-approval, such as additional trials in specific patient subpopulations or to establish a larger safety database of patients who have been administered AR101. The FDA or other regulatory authority may also object to elements of our clinical development program. Despite the time and expense exerted, failure can occur at any stage.

Regulatory authorities can delay, limit or deny approval of a drug candidate for many reasons, including, but not limited to, the following:

- a drug candidate may not be deemed safe or effective;
- the characterization of the active pharmaceutical ingredient and the data to demonstrate adequate control of the manufacturing process may be deemed insufficient;
- regulatory officials may not find the data from nonclinical studies and clinical trials sufficient;
- the regulatory authorities might not approve our third-party manufacturers' processes or facilities; or
- the regulatory authorities may change its approval policies or adopt new regulations.

If AR101 or any additional product candidate fails to demonstrate safety and efficacy in clinical trials or does not gain regulatory approval, our business and results of operations will be materially and adversely harmed. Additionally, if the FDA or other regulatory authorities require that we conduct additional clinical trials, place limitations on AR101 in our label, delay approval to market AR101 or limit the use of AR101, our business and results of operations may be harmed.

Neither a Fast-Track designation nor a Breakthrough Therapy designation by the FDA may actually lead to a faster development or regulatory review or approval process.

Even though we have received Fast-Track designation for AR101 for oral immunotherapy of peanut sensitive adults and children and Breakthrough Therapy designation for AR101 for oral immunotherapy of peanut sensitive children and adolescents (ages 4-17), we may not experience a faster development process, review or approval compared to conventional FDA procedures. The FDA may withdraw Fast-Track designation or Breakthrough Therapy designation if it believes that the designation is no longer supported by data from our clinical development program or other sources. We are not aware of any instances in which the BLA for a product candidate that had been granted Breakthrough Therapy designation was reviewed by the FDA pursuant to processes and timelines not governed by PDUFA and, as a result, there is uncertainty as to whether the AR101 BLA will receive an expedited review typically granted to product candidates with such designation. If the Breakthrough Therapy designation for AR101 does not result in an expedited review of the BLA for AR101, the BLA will likely be reviewed under a twelve-month review period applicable to PDUFA-exempt applications. Moreover, the review period for PDUFA-exempt applications is subject to uncertainty, and, as a result, the FDA may take longer than twelve months to review the BLA for AR101.

Even if we receive regulatory approval for AR101 or any additional product candidates, we will be subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expense. Additionally, any product candidates, if approved, could be subject to labeling and other restrictions and market withdrawal, and we may be subject to penalties if we fail to comply with regulatory requirements or experience unanticipated problems with our products.

Even if a drug is approved, regulatory authorities may still impose significant restrictions on a product's indicated uses or marketing or impose ongoing requirements for potentially costly post-marketing studies. Furthermore, any new legislation addressing drug safety issues could result in delays or increased costs to assure compliance.

If AR101 is approved it will be subject to ongoing regulatory requirements for labeling, packaging, storage, advertising, promotion, sampling, record-keeping and submission of safety and other post-marketing information, including both federal and state requirements in the United States and the requirements of the regulatory agencies in other countries. In addition, manufacturers and manufacturers' facilities are required to comply with extensive regulatory requirements, including ensuring that quality control and manufacturing procedures conform to current cGMP requirements. As such, we and our contract manufacturers are subject to continual review and periodic inspections to assess compliance with cGMP. Accordingly, we and others with whom we work must continue to expend time, money, and effort in all areas of regulatory compliance, including manufacturing, quality control, and quality assurance. We will also be required to report certain adverse reactions and production problems, if any, to regulatory authorities, and to comply with requirements concerning advertising and promotion for our products. Promotional communications with respect to prescription drugs are subject to a variety of legal and regulatory restrictions and must be consistent with the information in the product's approved label. As such, we may not promote our products for indications or uses for which they do not have regulatory approval.

If a regulatory authority discovers previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured, or disagrees with the promotion, marketing or labeling of a product, a regulatory authority may impose restrictions on that product or us, including requiring withdrawal of the product from the market. If we fail to comply with applicable regulatory requirements, a regulatory authority or enforcement authority may:

- issue warning letters;
- impose civil or criminal penalties;
- suspend or withdraw regulatory approval;
- suspend any of our ongoing clinical trials;
- refuse to approve pending applications or supplements to approved applications submitted by us;
- impose restrictions on our operations, including closing our contract manufacturers' facilities; or
- seize or detain products or require a product recall.

Any government investigation of alleged violations of law could require us to expend significant time and resources in response and could generate negative publicity. Any failure to comply with ongoing regulatory requirements may significantly and adversely affect our ability to commercialize and generate revenues from AR101. If regulatory sanctions are applied or if regulatory approval is withdrawn, the value of our company and our operating results will be adversely affected. Additionally, if we are unable to generate revenues from the sale of AR101 our potential for achieving profitability will be diminished and the capital necessary to fund our operations will be increased.

We are subject to governmental regulation and other legal obligations, particularly related to privacy, data protection and information security. Our actual or perceived failure to comply with such obligations could harm our business.

The regulatory environment surrounding information security, confidentiality and privacy is increasingly demanding. We are subject to numerous U.S. federal and state laws both generally and specifically in relation to protected health information, including the U.S. federal Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) and related laws, and European laws and regulations, including the General Data Protection Regulation, or GDPR, and the e-Privacy Directive (2002/58/EC), soon to be replaced by an e-Privacy Regulation, and the EU national laws implementing or supplementing the GDPR or e-Privacy Directive, as well as upcoming US laws such as the California Consumer Privacy Act. Compliance with these data privacy and security requirements is rigorous and time-intensive and may increase our cost of doing business, and despite those efforts, there is a risk, particularly given uncertainty that sometimes exists surrounding how to comply, that we may be subject to fines and penalties, regulatory investigations, litigation and reputational harm, which could materially and adversely affect our clinical trials, business, financial condition and operations.

In addition, the legal and regulatory framework for the receipt, collection, processing, use, safeguarding, sharing and transfer of personal and confidential data is evolving as new global privacy laws are being enacted and existing ones are being updated and strengthened. For example, the GDPR repealed the Data Protection Directive (95/46/EC) and is directly applicable in all EU member states since its effective date of May 25, 2018. The GDPR applies to companies established (for data processing purposes) in the EU or EEA as well as companies that are not so established in the EU or EEA and which collect and use personal data in relation to offering goods or services to, or monitoring the behavior of, individuals located in the EU or EEA, including, for example, through the conduct of clinical trials (whether the trials are conducted directly by us or through a clinical vendor or collaborator). The GDPR sets out requirements that must be complied with when handling personal data including: providing detailed disclosures about how data subjects’ personal data will be used; demonstrating that they have an appropriate legal basis in place to justify their data processing activities; appointing data protection officers in certain circumstances; enhancing existing rights and granting rights for data subjects in regard to their personal data (including the right to be “forgotten”, to data access and to data portability); strengthening the obligation to notify data protection regulators or supervisory authorities (and in certain cases, affected individuals) of data security breaches; and complying with principal of accountability and complying with the obligation to demonstrate compliance through policies, procedures, training and audit.

In addition, the GDPR permits EU and EEA Member States the ability to introduce derogations for certain matters and, accordingly we are also subject to national legislation in the EU and EEA which implements or supplements the GDPR, including in relation to the processing of genetic, biometric and health data. We will need to monitor compliance with such EU and EEA Member State laws and regulations, including in relation to these permitted derogations from the GDPR, all of which will increase our compliance obligations and may necessitate the review and implementation of policies and processes relating to our collection and use of data, which may also lead to an increase in compliance costs, ultimately having an adverse impact on our business, financial condition or operations.

If any person, including any of our employees, contractors, clinical vendors, service providers, partners or collaborators or those with whom we share such information, fails to comply with applicable data privacy or security laws, or breaches our established controls with respect to personal or confidential data, or otherwise mismanages or misappropriates that data including where that results in the unauthorized access to or transfer of personal data, we may be subject to significant monetary damages, regulatory enforcement actions, assessment notices (for a compulsory audit), orders to cease/change our processing of our data, adverse publicity, fines and/or criminal prosecution in one or more jurisdictions. For example, certain breaches under the GDPR may result in a penalty of up to 4% of an organization’s total global annual revenue or 20 million Euros (whichever is higher). In addition, a data breach could result in negative publicity which could damage our reputation and have an adverse effect on our clinical trials, business, financial condition or operations.

We are also subject to EU and EEA laws on data export, where we transfer personal data outside the E.E.A. to group companies or third parties. The GDPR only permits exports of personal data outside EEA where there is a suitable data transfer solution in place to safeguard the personal data (e.g., the EU Commission approved Standard Contractual Clauses or, in relation to exports of personal data to the US, the EU-US- Privacy Shield) or where the country receiving such data is approved by the EU Commission as providing adequate protection for personal data. Where we transfer personal data out of the EU or EEA, we rely on a number of data transfer solutions including in regard to transfers of personal data (HR data and non-HR data) to the US (and Switzerland), we are certified under the EU-US (and Switzerland-US) Privacy Shield. In addition, if it were to be determined that we were not complying with our obligations under the Privacy Shield framework and we were to lose our Privacy Shield certification from the Department of Commerce, we will need to find an alternative solution for transferring data out of the EEA to the U.S. Also, Brexit will mean that at some point the United Kingdom, or UK, will become a “third party” for the purposes of data transfers under the GDPR. Unless a withdrawal agreement and political declaration (the “Proposed Deal”) is agreed and approved between the EU and the UK prior to 29 March 2019 (the “Exit Date”), the UK will become a third party on the Exit Date. If the Proposed Deal is agreed and approved prior to 29 March 2019, the GDPR will continue to apply during the transition period (which is currently due to end on December 31 2020, but may be extended) meaning that data transfers from the EU / EEA to the UK can continue in the same manner until the end of the transition period (upon which compliant data transfer solutions will need to be put in place in regard to transfers from the EU / EEA to the UK). These changes introduced by Brexit may require us to find alternative solutions for the compliant transfer of personal data into (and possibly from) the UK.

Where we are a data controller, we will be accountable for any service providers (including clinical research organizations) we engage to process personal data on our behalf. We attempt to mitigate the associated risks of using service providers by entering into contractual arrangements to ensure that they only process personal data according to our instructions, and that they have sufficient technical and organizational security measures in place. Where we transfer personal data from the EEA to such third parties, we do so in compliance with the relevant data export requirements as described above. There is no assurance that these contractual measures and our own privacy and security-related safeguards will protect us from the risks associated with the service provider’s processing, storage and transmission of such data. Any violation of data or security laws by our processors could have a material adverse effect on our business and result in the fines and penalties outlined above.

We are also subject to evolving EU privacy laws on cookies and e-marketing. The EU is in the process of replacing the e-Privacy Directive (2002/58/EC) with a new set of rules taking the form of a regulation, which will be directly implemented in the laws of each EU Member State. The draft e-Privacy Regulation imposes strict opt-in marketing rules with limited exceptions for business-to-business communications, alters rules on third-party cookies, web beacons and similar technology and significantly increases fining powers to the same levels as the GDPR (i.e. the greater of 20 million Euros or 4% of total global annual revenue). While the e-Privacy Regulation was originally intended to be adopted on May 25, 2018 (alongside the GDPR), it is still going through the European legislative process and commentators now expect it to be adopted during the second half of 2020 or during 2021 following a transition period.

We strive to comply with all applicable laws, including privacy laws, but they may conflict with each other. Despite our efforts, we may not have fully complied in the past and may not in the future. If we become liable under laws or regulations applicable to us, we could be required to pay significant fines and penalties as outlined above, our reputation may be harmed and we may be forced to change the way we operate. That could require us to incur significant expenses or to discontinue certain services (including clinical trials) and/or processing of personal data (including health data), which could negatively affect our business.

If approved, AR101 or any additional products may cause or contribute to adverse medical events that we are required to report to regulatory authorities and if we fail to do so we could be subject to sanctions that would materially harm our business.

Some participants in our clinical trials have reported adverse effects after being treated with AR101. For example, in our PALISADE clinical trial, of patients ages 4-17, 12.4% of patients from the AR101 treatment arm and 2.4% of patients from the placebo-treatment arm discontinued due to investigator-reported adverse events. Additionally, eight AR101-treated patients in the PALISADE trial experienced a total of ten severe adverse events, and four of these patients discontinued treatment. If we are successful in completing the development of, obtaining approval for, and commercializing AR101 or any other products, FDA and foreign regulatory authority regulations require that we report certain information about adverse medical events if those products may have caused or contributed to those adverse events. The timing of our obligation to report would be triggered by the date we become aware of the adverse event as well as the nature of the event. We may fail to report adverse events we become aware of within the prescribed timeframe. We may also fail to appreciate that we have become aware of a reportable adverse event, especially if it is not reported to us as an adverse event or if it is an adverse event that is unexpected or removed in time from the use of our products. If we fail to comply with our reporting obligations, the FDA or a foreign regulatory authority could take action, including criminal prosecution, the imposition of civil monetary penalties, seizure of our products or delay in approval or clearance of additional products.

Changes in funding for the FDA and other government agencies could hinder their ability to hire and retain key leadership and other personnel, or otherwise prevent new products and services from being developed or commercialized in a timely manner, which could negatively impact our business.

The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory, and policy changes. Average review times at the agency have fluctuated in recent years as a result. In addition, government funding of other government agencies that fund research and development activities is subject to the political process, which is inherently fluid and unpredictable.

Disruptions at the FDA and other agencies may also slow the time necessary for new drugs to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, over the last several years, including for 35 days beginning on December 22, 2018, the U.S. government has shut down several times and certain regulatory agencies, such as the FDA, have had to furlough critical FDA employees and stop critical activities. If a prolonged government shutdown occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business.

Our failure to obtain regulatory approvals in foreign jurisdictions for AR101 would prevent us from marketing AR101 internationally.

In order to market any product in the European Economic Area, or EEA (which is composed of the 28 Member States of the European Union plus Norway, Iceland and Liechtenstein), and many other foreign jurisdictions, separate regulatory approvals are required. In the EEA, medicinal products can only be commercialized after obtaining a MA. Before granting the MA, the European Medicines Agency or the competent authorities of the Member States of the EEA make an assessment of the risk benefit balance of the product on the basis of scientific criteria concerning its quality, safety and efficacy.

The approval procedures vary among countries and can involve additional clinical testing, and the time required to obtain approval may differ from that required to obtain FDA approval. A foreign regulatory authority may impose additional requirements prior to the commencement of clinical trials in one country that were not required in other countries, including the United States. Clinical trials conducted in one country may not be accepted by regulatory authorities in other countries. For example, a foreign regulatory authority may determine that our clinical trial results obtained in U.S. subjects are not representative of foreign patient populations and are thus not supportive of an approval outside of the United States. Approval by the FDA does not ensure approval by regulatory authorities in other countries, and approval by one or more foreign regulatory authorities does not ensure approval by regulatory authorities in other foreign countries or by the FDA. However, a failure or delay in obtaining regulatory approval in one country may have a negative effect on the regulatory process in others. The foreign regulatory approval process may include all of the risks associated with obtaining FDA approval. We may not be able to file for foreign regulatory approvals or do so on a timely basis, and even if we do file we may not receive necessary approvals to commercialize our products in any market.

We may be subject to healthcare laws, regulation and enforcement.

Although we do not currently have any products on the market, once we begin commercializing our products, we will be subject to additional healthcare statutory and regulatory requirements and enforcement in the U.S. by the federal government and the states and by the governments of other countries where we conduct our business. The laws that will affect our ability to operate as a commercial organization include:

- the U.S. federal Anti-Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual for, or the purchase, order or recommendation of, any good or service for which payment may be made under federal healthcare programs such as the Medicare and Medicaid programs. A person or entity does not need to have actual knowledge of this statute or specific intent to violate it to have committed a violation. In addition, the government may assert that a claim including items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim for purposes of the false claims laws;
- U.S. federal false claims laws which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid, or other third-party payors that are false or fraudulent;
- U.S. federal criminal laws that prohibit executing a scheme to defraud any healthcare benefit program or making false statements relating to healthcare matters. Similar to the federal Anti-Kickback Statute, a person or entity does not need to have actual knowledge of these statutes or specific intent to violate them to have committed a violation;

- U.S. federal civil monetary penalties laws, which impose civil fines for, among other things, the offering or transfer of remuneration to a Medicare or state healthcare program beneficiary if the person knows or should know it is likely to influence the beneficiary's selection of a particular provider, practitioner, or supplier of services reimbursable by Medicare or a state healthcare program, unless an exception applies;
- U.S. federal consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers;
- the U.S. federal Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act, which governs the conduct of certain electronic healthcare transactions and protects the security and privacy of protected health information;
- the U.S. federal physician sunshine requirements under the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively, the Affordable Care Act, which requires certain manufacturers of drugs, devices, biologics, and medical supplies to report annually to the Centers for Medicare & Medicaid Services, or CMS, information related to payments and other transfers of value to physicians, other healthcare providers, and teaching hospitals, and ownership and investment interests held by physicians and other healthcare providers and their immediate family members;
- state law equivalents of each of the above federal laws, such as anti-kickback and false claims laws which may apply to items or services reimbursed by any third-party payor, including commercial insurers;
- state laws that require pharmaceutical companies to comply with the pharmaceutical industry's voluntary compliance guidelines and the applicable compliance guidance promulgated by the federal government, or otherwise restrict payments that may be made to healthcare providers and other potential referral sources;
- state laws that require drug manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures and pricing information; and state laws governing the privacy and security of health information (or personal information generally) in certain circumstances, many of which differ from each other in significant ways, thus complicating compliance efforts;
- state laws that require drug manufacturers to obtain licenses prior to distribution or sale of pharmaceutical products in that state; and
- European and other foreign law equivalents of each of the laws, including reporting requirements detailing interactions with and payments to healthcare providers.

Because of the breadth of these laws and the narrowness of the statutory exceptions and safe harbors available, it is possible that some of our business activities could be subject to challenge under one or more of such laws. The risk of our being found in violation of these laws is increased by the fact that many of them have not been fully interpreted by the regulatory authorities or the courts, and their provisions are open to a variety of interpretations. Any action against us for violation of these laws, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business. If our operations are found to be in violation of any of the laws described above or any other governmental laws and regulations that apply to us, we may be subject to penalties, including civil and criminal penalties, damages, fines, the curtailment or restructuring of our operations, the exclusion from participation in federal and state healthcare programs, additional reporting obligations and oversight if we become subject to a corporate integrity agreement or other agreement to resolve allegations of non-compliance with these laws, and imprisonment, any of which could adversely affect our ability to market our products and adversely impact our financial results.

Further, regulations may change, and any additional regulation could prevent, limit or delay regulatory approval of our product candidates, which could harm our business. For example, in December 2016, the 21st Century Cures Act, or Cures Act, was signed into law. The Cures Act, among other things, is intended to modernize the regulation of biologics and spur innovation, but its ultimate implementation remains unclear. We could also be subject to new international, federal, state or local regulations that could affect our R&D programs and harm our business in unforeseen ways. If this happens, we may have to incur significant costs to comply with such laws and regulations, which will harm our results of operations.

We also cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative or executive action, either in the United States or abroad. For example, certain policies of the Trump administration may impact our business and industry. Namely, the Trump administration has taken several executive actions, including shutting down the government, and the issuance of a number of Executive Orders, that could impose significant burdens on, or otherwise materially delay, the FDA's ability to engage in routine regulatory and oversight activities such as implementing statutes through rulemaking, issuance of guidance, and review and approval of marketing applications. It is difficult to predict how these Executive Orders will be implemented, and the extent to which they will impact the FDA's ability to exercise its regulatory authority. If these executive actions impose constraints on FDA's ability to engage in oversight and implementation activities in the normal course, our business may be negatively impacted.

If we participate in and then fail to comply with our reporting and payment obligations under governmental pricing programs in the U.S., we could be subject to additional reimbursement requirements, penalties, sanctions and fines which could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

With the approval of any product candidate, we anticipate that we will may participate in a number of federal and state government pricing programs in the U.S. in order to obtain coverage for the product by certain government healthcare programs. These programs would generally require us to pay rebates or provide discounts to certain private purchasers or government payers in connection with our products when dispensed to beneficiaries of these programs. In some cases, such as with the Medicaid Drug Rebate Program, the rebates are based on pricing and rebate calculations that we report on a monthly and quarterly basis to the government agencies that administer the programs. The terms, scope and complexity of these government pricing programs change frequently. We may also have reimbursement obligations or be subject to penalties if we fail to provide timely and accurate information to the government, pay the correct rebates or offer the correct discounted pricing. Changes to the price reporting or rebate requirements of these programs would affect our obligations to pay rebates or offer discounts. Responding to current and future changes may increase our costs and the complexity of compliance, will be time-consuming, and could have a material adverse effect on our results of operations.

Legislative or regulatory healthcare reforms in the United States may make it more difficult and costly for us to obtain regulatory clearance or approval of our product candidates and to produce, market and distribute our products after clearance or approval is obtained.

From time to time, legislation is drafted and introduced in Congress that could significantly change the statutory provisions governing the regulatory approval, manufacture, and marketing of regulated products or the reimbursement thereof. In addition, FDA regulations and guidance are often revised or reinterpreted by the FDA in ways that may significantly affect our business and our products. Any new regulations or revisions or reinterpretations of existing regulations may impose additional costs or lengthen review times of our product candidates. We cannot determine what effect changes in regulations, statutes, legal interpretation or policies, when and if promulgated, enacted or adopted may have on our business in the future. Such changes could, among other things, require:

- additional clinical trials to be conducted prior to obtaining approval;
- changes to manufacturing methods;
- recall, replacement or discontinuance of one or more of our products; and
- additional record keeping.

Each of these would likely entail substantial time and cost and could materially harm our business and our financial results. In addition, delays in receipt of or failure to receive regulatory clearances or approvals for any additional products could have a material adverse effect on our business, results of operations, financial condition, prospects and stock price.

In addition, the full impact of recent healthcare reform and other changes in the healthcare industry and in healthcare spending is currently unknown and may adversely affect our business model. In the United States, the Affordable Care Act was enacted in 2010 with a goal of reducing the cost of healthcare and substantially changing the way healthcare is financed by both government and private insurers. The Affordable Care Act, among other things, increased the minimum Medicaid rebates owed by manufacturers under the Medicaid Drug Rebate Program and extended the rebate program to individuals enrolled in Medicaid managed care organizations and established annual fees and taxes on manufacturers of certain branded prescription drugs. Since its enactment, there have been judicial and Congressional challenges to certain aspects of the Affordable Care Act, and we expect there will be additional challenges and amendments to the Affordable Care Act in the future. The current Presidential Administration and U.S. Congress will likely continue to seek to modify, repeal, or otherwise invalidate all, or certain provisions of, the Affordable Care Act. For example, the Tax Act was enacted, which, among other things, removes penalties for not complying with the Affordable Care Act's individual mandate to carry health insurance. On December 14, 2018, a U.S. District Court Judge in the Northern District of Texas, ruled that the individual mandate is a critical and inseparable feature of the Affordable Care Act, and therefore, because it was repealed as part of the Tax Act, the remaining provisions of the Affordable Care Act are invalid as well. While the Trump Administration and the Centers for Medicare & Medicaid Services have both stated that the ruling will have no immediate effect, it is unclear how this decision, subsequent appeals, if any, will impact the law. Any changes will likely take time to unfold and it is uncertain the extent to which any such changes may impact our business or financial condition.

In addition, other legislative changes have been proposed and adopted in the United States since the Affordable Care Act was enacted. These changes include the Budget Control Act of 2011, which resulted in aggregate reductions of Medicare payments to providers of 2% per fiscal year, which went into effect on April 1, 2013 and, due to subsequent legislative amendments to the statute, will remain in effect through 2027 unless additional Congressional action is taken, as well as the American Taxpayer Relief Act of 2012, which, among other things, further reduced Medicare payments to several types of providers, including hospitals, and increased the statute of limitations period for the government to recover overpayments to providers from three to five years. Recently, there has also been heightened government scrutiny over the manner in which manufacturers set prices for their marketed products, which has resulted in several Congressional inquiries and proposed and enacted legislation designed to, among other things, reform government program reimbursement methodologies. Individual states in the United States have also become increasingly active in passing legislation and implementing regulations designed to control pharmaceutical product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing.

It is likely that federal and state legislatures within the United States and foreign governments will continue to consider changes to existing healthcare legislation. We cannot predict the reform initiatives that may be adopted in the future or whether initiatives that have been adopted will be repealed or modified. The continuing efforts of the government, insurance companies, managed care organizations and other payors of healthcare services to contain or reduce costs of healthcare may adversely affect the demand for any drug products for which we may obtain regulatory approval, our ability to set a price that we believe is fair for our products, our ability to obtain adequate coverage and reimbursement approval for a product, our ability to generate revenues and achieve or maintain profitability, and the level of taxes that we are required to pay.

Risks Related to Intellectual Property

If we are unable to obtain and maintain adequate intellectual property protection for AR101 or any additional product candidates, we may not be able to compete effectively in our market.

Our commercial success depends in part on our ability to obtain and maintain proprietary or intellectual property protection in the United States and other countries for AR101 and any additional product candidates. We intend to rely upon a combination of patents, trademarks, trade secrets and confidentiality agreements to protect our product candidates. Evaluating the strength of patents in the biotechnology and pharmaceutical fields involves complex legal and scientific questions and, as a result, the patent position of biopharmaceutical companies can generally be highly uncertain. Further, any disclosure to or misappropriation by third parties of our confidential or proprietary information could enable competitors to quickly duplicate or surpass our technological achievements, thus eroding our competitive position in our market.

The degree of patent protection we require to successfully commercialize our product candidates may be unavailable or severely limited in some cases and may not adequately protect our rights or permit us to gain or maintain any competitive advantage. Though we currently own three issued patents in the United States covering certain of our manufacturing methods and the formulation for AR101, we do not anticipate that we will be able to obtain a composition of matter patent over the active pharmaceutical ingredient in AR101 or for any other product candidates that are based on widely or readily available food products. We have filed additional patent applications that relate to the manufacture, formulation, use and other aspects of AR101 and certain of our other product candidates. We cannot assure our stockholders that these applications will result in any additional issued patents in the U.S. or foreign countries. Even if any such additional patents issue, we cannot assure our stockholders that they or any other patents we obtain will include any claims with a scope sufficient to protect AR101 or any other additional product candidate or otherwise provide us with meaningful protection or competitive advantage.

The patent prosecution process is expensive and time-consuming, and we may not be able to file and prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. It is also possible that we will fail to identify patentable aspects of our research and development output before it is too late to obtain patent protection. In addition, the laws of foreign countries may not protect our rights to the same extent as the laws of the United States. Similarly, laws of the United States may not protect our rights to the same extent as the laws of foreign countries. Furthermore, patents have a limited lifespan. In the United States, the natural expiration of a patent is generally twenty years after it is filed as a regular, non-provisional application. Various extensions may be available; however, the life of a patent, and the protection it affords, is limited. Given the amount of time required for the development, testing and regulatory review of new drug candidates, patents protecting such candidates might expire before or shortly after such candidates are commercialized. If we encounter delays in our clinical trials or other delays during the regulatory approval process, even if we obtain patents covering AR101 or other product candidates, the period of time during which we could exclusively market AR101 or such other product candidates under such patents would be reduced, even if we are able to obtain an extension of patent term due to regulatory delay. As a result, any patents we obtain may not provide us with adequate and continuing patent protection sufficient to exclude others from commercializing products similar or identical to AR101 or our other product candidates, including generic versions of such products.

The issuance of a patent is not conclusive as to its inventorship, ownership, scope, validity or enforceability, and therefore, to the extent that we acquire patent protection with respect to AR101 or other product candidates, third parties may still challenge our patents in the courts or patent offices in the United States and abroad. Any issued patents we obtain could be narrowed, invalidated, held unenforceable or circumvented, any of which could limit our ability to prevent competitors and other third parties from developing and marketing the same or similar products or limit the length of terms of patent protection we may obtain for our product candidates. Competitors or other third parties may also claim that they invented the inventions claimed in our patent applications, or any patents that may issue in the future, prior to us, or may file patent applications before we do. Further, our competitors might conduct research and development activities in countries where we do not have patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets. Our competitors might commercialize products in countries where we do not have patent rights. Such challenges may also result in our inability to manufacture or commercialize our products, including AR101, without infringing third-party patent rights. If the breadth or strength of protection provided by any patents we obtain with respect to AR101 or any additional product candidates is successfully challenged, then our ability to commercialize AR101 or any additional product candidates could be negatively affected, and we may face unexpected competition that could have a material adverse impact on our business.

Even if they are unchallenged, any patents issuing from our pending patent applications may not adequately protect our intellectual property or prevent others from designing around our claims to circumvent those patents by developing similar or alternative technologies or products in a non-infringing manner. For example, a third party may develop a competitive product that provides benefits similar to AR101 or an additional product candidate but falls outside the scope of our patent protection. If the patent protection covering our product candidates is not sufficiently broad to impede such competition, our ability to successfully commercialize our product candidates could be negatively affected, which would harm our business.

In addition, we may in the future be subject to claims by our former employees or consultants asserting an ownership right in our patents or patent applications, as a result of the work they performed on our behalf. Although we generally require all of our employees, consultants and advisors and any other third parties who have access to our proprietary know-how, information or technology to assign their inventions to us, we cannot be certain that we have executed such agreements with all parties who may have contributed to our intellectual property, nor can we be certain that our agreements with such parties will be upheld in the face of a potential challenge, or that they will not be breached, for which we may not have an adequate remedy.

We may become subject to claims alleging infringement of third-party patents or proprietary rights, the outcome of which could result in delay or prevent the development and commercialization of AR101 or any additional product candidates or otherwise prevent us from competing effectively in our market.

Our commercial success depends upon our ability and the ability of our collaborators to develop, manufacture, market and sell our product candidates and use our proprietary technologies without infringing or otherwise violating the proprietary rights and intellectual property of third parties. The biotechnology and pharmaceutical industries are characterized by extensive and frequent litigation regarding patents and other intellectual property rights. Third parties, including our competitors, may initiate legal proceedings against us or our collaborators alleging that we are infringing or otherwise violating their patent or other intellectual property rights. Given the significant number of patents in our field of technology, we cannot assure our stockholders that AR101 or any additional product candidates we develop will not infringe existing patents or patents that may be granted in the future. Because patent applications can take many years to issue and may be confidential for 18 months or more after filing, and because pending patent claims can be revised before issuance, or even after issuance, there may be applications now pending of which we are unaware that may later result in issued patents that may be infringed by the manufacture, use or sale of AR101 or any additional product candidates. If a patent holder believes AR101 or any of our product candidates infringes on its patent, the patent holder may sue us even if we have received patent protection for our technology.

If a patent infringement suit were brought against us or any of our collaborators, we or they could be forced to stop or delay the research, development, manufacturing or sales of AR101 or the product candidate that is the subject of the suit. Defending any such claims would cause us to incur substantial expenses of financial and other resources and, if unsuccessful, we could be forced to pay substantial damages, including treble damages and attorney's fees if we are found to have willfully infringed a third-party patent. Furthermore, we may be required to indemnify our collaborators against such claims. Similarly, laws of the United States may not protect our rights to the same extent as the laws of foreign countries.

We may choose to seek, or may be required to seek, a license from the third-party patent holder and would most likely be required to pay license fees or royalties or both, each of which could be substantial. These licenses may not be available on commercially reasonable terms, however, or at all. Even if we were able to obtain a license, the rights we obtain may be nonexclusive, which would provide our competitors access to the same intellectual property rights upon which we are forced to rely. Ultimately, we could be prevented from commercializing a product, or forced to redesign it, or to cease aspects of our business operations if, as a result of actual or threatened patent infringement claims, we or our collaborators are unable to enter into licenses on acceptable terms. Even if we are successful in defending against any infringement claims, litigation is expensive and time-consuming and is likely to divert management's attention and substantial resources from our core business, which could harm our business.

We may become involved in lawsuits or other proceedings to protect or enforce our patents and other intellectual property rights, the outcome of which would be uncertain and could have a material adverse effect on the success of our business.

Competitors and other third parties may infringe, misappropriate or otherwise violate any patents we obtain or other intellectual property rights. To counter infringement or unauthorized use, we may be required to initiate litigation, which can be expensive and time-consuming. A court may disagree with our allegations, however, and may refuse to stop the other party from using the technology at issue on the grounds that our patents do not cover the third-party technology in question. Further, such third parties could counterclaim that we infringe their intellectual property or that a patent we have asserted against them is invalid or unenforceable. In patent litigation in the United States, defendant counterclaims challenging the validity, enforceability or scope of asserted patents are commonplace.

In addition, third parties may initiate their own legal proceedings against us to assert such challenges to our intellectual property rights. For example, we may be subject to a third-party submission of prior art to the United States Patent and Trademark Office, or USPTO, challenging the invention claimed within any patent we may obtain, such as in an *inter partes* review proceeding. Such third-party prior art submissions may also be made prior to a patent's issuance, precluding such issuance at all. We may become involved in opposition, derivation, reexamination, *inter partes* review, post-grant review or interference proceedings challenging our patent rights or the patent rights of others from whom we have obtained licenses to such rights. We may also become involved in similar opposition proceedings in the European Patent Office or similar offices in other jurisdictions regarding our intellectual property rights.

The outcome of any such proceeding is generally unpredictable. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, including lack of novelty, obviousness or non-enablement. Patents may be unenforceable if someone connected with prosecution of the patent withheld relevant information from the USPTO or made a misleading statement during prosecution. It is possible that prior art of which we and the patent examiner were unaware during prosecution exists, which could render any patents we obtain invalid. Moreover, it is also possible that prior art may exist that we are aware of but do not believe is relevant to patents we may obtain, but that could nevertheless be determined to render such patents invalid. An adverse result in any litigation or other proceeding to defend or enforce any patents we may obtain could put one or more of such patents at risk of being invalidated, held unenforceable, or interpreted narrowly. If a defendant were to prevail on a legal assertion of invalidity or unenforceability of any patents we obtain covering AR101 or additional product candidates, we would lose at least part, and perhaps all, of any patent protection covering such product candidate, which would materially impair our competitive position.

Intellectual property litigation could cause us to spend considerable resources and would be likely to distract our personnel from their normal responsibilities.

Litigation or other legal proceedings relating to intellectual property claims, with or without merit, is unpredictable and generally expensive and time-consuming and is likely to divert significant resources from our core business, including distracting our technical and management personnel from their normal responsibilities. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. Such litigation or proceedings could substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities.

We may not have sufficient financial or other resources to adequately conduct such litigation or proceedings. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating or from successfully challenging our intellectual property rights. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could have a material adverse effect on our ability to compete in the marketplace.

Changes in U.S. or foreign patent law could diminish the value of patents in general, thereby impairing our ability to protect our products.

As is the case with other biopharmaceutical companies, our success is heavily dependent on intellectual property, including patents. Obtaining and enforcing patents in the biopharmaceutical industry involve both technological and legal complexity. Therefore, obtaining and enforcing biopharmaceutical patents is costly, time consuming and inherently uncertain. For example, patent reform legislation in the United States and other countries, including the Leahy-Smith America Invents Act, or Leahy-Smith Act, signed into law on September 16, 2011, could increase those uncertainties and costs. The Leahy-Smith Act includes a number of significant changes to U.S. patent law. These include provisions that affect the way patent applications are prosecuted, redefine prior art and provide more efficient and cost-effective avenues for competitors to challenge the validity of patents. In addition, the Leahy-Smith Act has transformed the U.S. patent system into a “first-to-file” system. The first-to-file provisions became effective on March 16, 2013. Thus, it is possible that another party will have filed on the same technology for which we are seeking patent protection before we have or will have filed and thus be able to obtain competing patent coverage or even preclude our ability to obtain such coverage. Accordingly, it is not yet clear what, if any, impact the Leahy-Smith Act will have on the operation of our business. The Leahy-Smith Act and its implementation could make it more difficult to obtain patent protection for our technology and could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of any patents we obtain, all of which could harm our business, results of operations and financial condition.

Court decisions can also have an impact on our intellectual property rights, including patent rights. The United States Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents once obtained. Depending on future actions by the U.S. Congress, the federal courts, and the USPTO, the laws and regulations governing patents could change in unpredictable ways that would weaken our ability to obtain new patents or to enforce any patents that we might obtain in the future.

Obtaining and maintaining our patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated for non-compliance with these requirements.

The USPTO and various foreign patent agencies require compliance with a number of procedural, documentary, fee payment and other provisions to maintain patent applications and issued patents. In addition, periodic maintenance fees and various other governmental fees on patents and patent applications often must be paid to the USPTO and foreign patent agencies over the lifetime of the patents or for the prosecution of patent applications. While an unintentional lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which noncompliance can result in abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. Non-compliance events that could result in abandonment or lapse of a patent or patent application include, but are not limited to, failure to respond to official actions within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. If we fail to maintain the patents and patent applications covering our products or procedures, we may not be able to stop a competitor from marketing products that are the same as or similar to our products, which would have a material adverse effect on our business.

We may not be able to obtain or effectively enforce our intellectual property rights throughout the world.

Filing, prosecuting and defending patents on AR101 or any of our product candidates in all countries throughout the world would be prohibitively expensive. Many companies have encountered significant problems in protecting and defending intellectual property rights in certain foreign jurisdictions. The requirements for patentability differ, in varying degrees, from country to country. The legal systems of some countries, particularly developing countries, do or may not favor the enforcement of patent and other intellectual property rights, especially those relating to life sciences. This could make it difficult for us to stop the infringement of any patents we obtain or the misappropriation of our other intellectual property rights. In addition, many countries limit the enforceability of patents against third parties, including government agencies or government contractors. In these countries, patents may provide limited or no benefit. Moreover, our ability to protect and enforce our intellectual property rights may be adversely affected by unforeseen changes in foreign intellectual property laws.

Proceedings to enforce our patent rights in foreign jurisdictions, regardless of whether successful, would result in substantial costs and divert our efforts and attention from other aspects of our business. Furthermore, while we intend to protect our intellectual property rights in our expected significant markets, we cannot ensure that we will be able to initiate or maintain similar efforts in all jurisdictions in which we may wish to market AR101 or any additional products. Accordingly, our efforts to protect our intellectual property rights in such countries may be inadequate, which may have an adverse effect on our ability to successfully commercialize our products in all of our expected significant foreign markets.

If we are unable to protect the confidentiality of our trade secrets and proprietary know-how or if competitors independently develop viable competing products, our business and competitive position may be harmed.

We rely on trade secrets and confidentiality agreements to protect our proprietary know-how and other confidential information related to our development processes and other elements of our technology for which patent protection may not be available or may be difficult to obtain or enforce. Although we require all of our employees to assign their inventions to us, and endeavor to execute confidentiality agreements with all of our employees, consultants, advisors and any third parties who have access to our proprietary know-how and other confidential information related to such technology, we cannot be certain that we have executed such agreements with all parties who may have helped to develop our intellectual property or who had access to our proprietary information, nor can we be certain that our agreements will not be breached.

Monitoring unauthorized uses and disclosures is difficult, and we do not know whether the steps we have taken to protect our proprietary technologies will be effective. We cannot guarantee that our trade secrets and other proprietary and confidential information will not be disclosed or that competitors will not otherwise gain access to our trade secrets or other confidential or proprietary information. If any of the parties to these confidentiality agreements breaches or violates the terms of such agreements, we may not have adequate remedies for any such breach or violation, and we could lose our trade secrets as a result. Enforcing a claim that a third party illegally obtained and is using our trade secrets, like patent litigation, is expensive and time-consuming, and the outcome is unpredictable. Further, the laws of some foreign countries do not protect proprietary rights to the same extent or in the same manner as the laws of the United States. As a result, we may encounter significant problems in protecting and defending our intellectual property both in the United States and abroad.

Even if we are able to adequately protect our trade secrets and proprietary information, our trade secrets could otherwise become known or could be independently discovered by our competitors. Competitors could purchase our products and attempt to replicate some or all of the competitive advantages we derive from our development efforts, willfully infringe our intellectual property rights, design around our protected technology or develop their own competitive technologies that fall outside of our intellectual property rights. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor, in the absence of patent protection, we would have no right to prevent them, or those to whom they communicate, from using that technology or information to compete with us. If our trade secrets are not adequately protected so as to protect our market against competitors' products, our competitive position could be adversely affected, as could our business.

Risks Related to Our Common Stock

Our stock price may be volatile, and investors in our common stock could incur substantial losses.

The trading price of our common stock has been highly volatile and could be subject to wide fluctuations in response to various factors, including the following:

- results of, or delays in, our clinical trials;
- delays in our product development timelines;
- the number, size and type of additional clinical trials or studies that we choose to conduct or the FDA requires us to complete for AR101 following submission of our BLA and the cost and time of such trials and studies;

- regulatory approval or our receipt of a complete response letter to AR101 and our other product candidates, or limitations to specific label indications or patient populations for its use, or changes or delays in the regulatory review process;
- severe adverse events in our trials, in any clinical trials with AR101 sponsored by collaborators or in our competitors' trials as a result of exposure to the peanut allergen;
- announcements concerning our competitors or the pharmaceutical industry in general;
- therapeutic innovations or new products developed by us or our competitors;
- adverse actions taken by regulatory authorities with respect to our clinical trials, manufacturing supply chain or sales and marketing activities;
- changes or developments in laws or regulations applicable to AR101 and our other product candidates;
- any changes to our relationship with any manufacturers or suppliers;
- the success or failure of our efforts to acquire, license or develop additional product candidates;
- any intellectual property infringement actions in which we may become involved;
- achievement of expected product sales and profitability;
- manufacturing, supply or distribution delays or shortages;
- acquisitions or significant partnerships by us or our competitors;
- actual or anticipated fluctuations in our operating results;
- changes in financial estimates or recommendations by securities analysts;
- failure to meet financial projections that we or the investment community may provide;
- trading volume of our common stock;
- an inability to obtain additional funding;
- sales of our common stock by us, our executive officers and directors or our stockholders in the future;
- general economic and market conditions and overall fluctuations in the United States equity markets; and
- additions or departures of any of our key scientific or management personnel.

As a result of this volatility, investors may experience losses on their investment in our stock.

In addition, the stock markets in general, and the markets for pharmaceutical, biopharmaceutical and biotechnology stocks in particular, have experienced extreme volatility that may have been unrelated to the operating performance of the issuer. These broad market fluctuations may adversely affect the trading price or liquidity of our common stock. In the past, when the market price of a stock has been volatile, holders of that stock have sometimes instituted securities class action litigation against the issuer. If any of our stockholders were to bring such a lawsuit against us, we could incur substantial costs defending the lawsuit and the attention of our management would be diverted from the operation of our business, which could seriously harm our financial position. Any adverse determination in litigation could also subject us to significant liabilities.

If securities or industry analysts issue an adverse or misleading opinion regarding our stock, our stock price and trading volume could decline.

The trading market for our common stock is influenced by the research and reports that industry or securities analysts publish about us or our business. If any of the analysts who cover us issue an adverse or misleading opinion regarding us, our business model, our intellectual property or our stock performance, or if our clinical trials and operating results fail to meet the expectations of analysts, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Our principal stockholders and management own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval.

As of December 31, 2018, our executive officers, directors, holders of 5% or more of our capital stock and their respective affiliates beneficially owned approximately 50% of our outstanding common stock. Therefore, these stockholders have the ability to influence us through this ownership position. These stockholders may be able to determine all matters requiring stockholder approval. For example, these stockholders may be able to control elections of directors, amendments of our organizational documents, or approval of any merger, sale of assets, or other major corporate transaction. This may prevent or discourage unsolicited acquisition proposals or offers for our common stock that our stockholders may feel are in their best interest.

Provisions in our charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable and may lead to entrenchment of management.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could significantly reduce the value of our shares to a potential acquirer or delay or prevent changes in control or changes in our management without the consent of our board of directors. The provisions in our charter documents include the following:

- a classified board of directors with three-year staggered terms, which may delay the ability of stockholders to change the membership of a majority of our board of directors;
- no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- the required approval of at least 66 $\frac{2}{3}$ % of the shares entitled to vote to remove a director for cause, and the prohibition on removal of directors without cause;
- the ability of our board of directors to authorize the issuance of shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquiror;
- the ability of our board of directors to alter our bylaws without obtaining stockholder approval;
- the required approval of at least 66 $\frac{2}{3}$ % of the shares entitled to vote at an election of directors to adopt, amend or repeal our bylaws or repeal the provisions of our amended and restated certificate of incorporation regarding the election and removal of directors;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairman of the board of directors, the chief executive officer, the president or the board of directors, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; and
- advance notice procedures that stockholders must comply with in order to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of us.

In addition, these provisions would apply even if we were to receive an offer that some stockholders may consider beneficial.

We are also subject to the anti-takeover provisions contained in Section 203 of the Delaware General Corporation Law. Under Section 203, a corporation may not, in general, engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other exceptions, the board of directors has approved the transaction.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine. This provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees. Alternatively, if a court were to find this provision in our certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business and financial condition.

As a California-domiciled public company, if we fail to attract and retain women to serve on our board of directors, we could incur penalties.

Our success depends in part on our continued ability to attract, retain and motivate highly qualified individuals to our board of directors. As a public company headquartered in California, we are required to have at least one woman on our board of directors by the end of 2019, and two or three women on our board by the end of 2021, depending on the size of our board at the time. While we intend to comply with this California law, recruiting and retaining board members carries uncertainty, and failure to comply with this requirement will result in financial penalties.

We provide broad indemnity to our directors and officers. Claims for such indemnification may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Our amended and restated certificate of incorporation and amended and restated bylaws provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. In addition, as permitted by Section 145 of the Delaware General Corporation Law, our amended and restated bylaws and our indemnification agreements that we have entered into with our directors and officers provide that:

- We will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.
- We may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law.
- We are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification.
- We will not be obligated pursuant to our amended and restated bylaws to indemnify a person with respect to proceedings initiated by that person against us or our other indemnitees, except with respect to proceedings authorized by our board of directors or brought to enforce a right to indemnification.
- The rights conferred in our amended and restated bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons.
- We may not retroactively amend our amended and restated bylaw provisions to reduce our indemnification obligations to directors, officers, employees and agents.

Our ability to utilize our net operating loss carryforwards and certain other tax attributes may be limited.

Under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, if a corporation undergoes an “ownership change,” generally defined as a greater than 50 percentage point change (by value) in its equity ownership over a rolling three-year period, the corporation’s ability to use its pre-change net operating loss, or NOL, carryforwards to offset its post-change taxable income may be limited. Limitations may also apply to the utilization of other pre-change tax attributes as a result of an ownership change. As of December 31, 2018, we had generated NOL carryforwards for federal income tax purposes of \$321.6 million and for California income tax purposes of \$12.0 million. These federal and California NOL carryforwards will begin to expire in 2031, if not utilized. Following the equity investment by Nestle Health Science in November 2016, we performed a Section 382 analysis and determined that we experienced multiple ownership changes under Section 382 of the Code prior to December 31, 2017. Such annual limitations could affect the utilization of NOL and tax credit carryforwards in the future. We experienced no significant permanent losses of tax attributes due to these ownership changes.

In addition, we may experience more ownership changes under Section 382 of the Code as a result of future changes in our stock ownership, some of which may be outside our control. As a result, our ability to utilize NOL carryforwards or other tax attributes, such as research tax credits, in any taxable year may be further limited.

We do not currently intend to pay dividends on our common stock, and, consequently, our stockholders’ ability to achieve a return on their investment will depend on appreciation in the price of our common stock.

We do not currently intend to pay any cash dividends on our common stock for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth. Since we do not intend to pay dividends, our stockholders’ ability to receive a return on their investment in our common stock will depend on any future appreciation in the market value of our common stock. There is no guarantee that our common stock will appreciate or even maintain the price at which our holders have purchased it.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our corporate headquarters is located in Brisbane, California where we lease a total of approximately 53,000 square feet. The lease for this office space expires on June 30, 2024. We also lease office space in Durham, North Carolina and London, United Kingdom.

In addition, we lease approximately 20,000 square feet of manufacturing space in Clearwater, Florida pursuant to a lease that expires in 2025. We believe that our existing facilities and other available properties will be sufficient for our needs for the foreseeable future.

For additional information, see Contractual Obligations and Other Commitments in Part II, Item 7 of this Annual Report on Form 10-K.

Item 3. Legal Proceedings.

We are currently not party to any material legal proceedings; however, we may from time to time be involved in various legal proceedings incident to the ordinary course of our business.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock has been listed on The Nasdaq Global Select Market under the symbol “AIMT” since our initial public offering, or IPO, of our common stock on August 6, 2015. Prior to that time, there was no public market for our common stock.

Holders of Record

On February 15, 2019, there were approximately 14 stockholders of record of our common stock and the closing price of our common stock was \$24.21 per share as reported by The Nasdaq Global Select Market. Since many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

Dividend Policy

We have never declared or paid cash dividends on our capital stock. We intend to retain all available funds and any future earnings, if any, to fund the development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. In addition, the Securities Purchase Agreement we entered into with Nestle Health Science US Holdings, Inc. in November 2018, contractually prevents us from using any of the proceeds from the sale and issuance of the shares of our common stock as a cash dividend or distribution until the second anniversary of the closing date. Further, we are currently subject to covenants under our credit agreement with an affiliate of KKR, LLC that place restrictions on our ability to pay dividends. Any future determination related to dividend policy will be made at the discretion of our board of directors.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Sales of Unregistered Securities

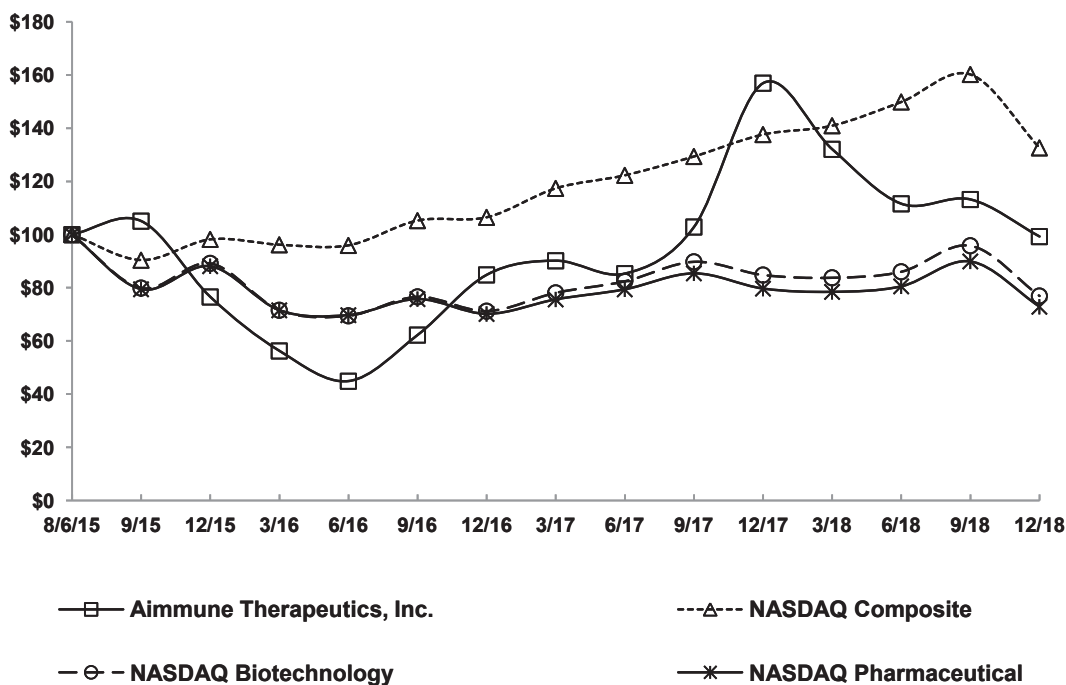
Other than as reported in our current report on Form 8-K filed with the SEC on January 10, 2018 and November 13, 2018, there were no sales of unregistered securities during the year ended December 31, 2018.

Stock Performance Graph

The following graph illustrates a comparison of the total cumulative stockholder return on our common stock since August 6, 2015, which is the date our common stock first began trading on The Nasdaq Global Select Market, to three indices: the Nasdaq Composite Index, the Nasdaq Biotechnology Index and the Nasdaq Pharmaceutical Index. The stockholder return shown in the graph below is not necessarily indicative of future performance, and we do not make or endorse any predictions as to future stockholder returns. This graph shall not be deemed “soliciting material” or be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

COMPARISON OF 41 MONTH CUMULATIVE TOTAL RETURN*

Among Aimmune Therapeutics, Inc., the NASDAQ Composite Index, the NASDAQ Biotechnology Index and the NASDAQ Pharmaceutical Index



*\$100 invested on 8/6/15 in stock or 7/31/15 in index, including reinvestment of dividends. Fiscal year ending December 31.

Item 6. Selected Financial Data.

The following selected financial data are derived from the consolidated financial statements. The data presented below should be read in conjunction with the consolidated financial statements of the Company, the notes to the consolidated financial statements, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this Annual Report on Form 10-K. The selected consolidated statement of operations data for the years ended December 31, 2018, 2017 and 2016 and the selected consolidated balance sheet data as of December 31, 2018 and 2017 are derived from our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The selected consolidated statement of operations data for the years ended December 31, 2016, 2015 and 2014 and the selected consolidated balance sheet data as of December 31, 2015 and 2014 are derived from our audited consolidated financial statements not included in this Annual Report on Form 10-K. Our historical results are not necessarily indicative of the results that may be expected in the future.

	Year Ended December 31,				
	2018	2017	2016	2015	2014
	(In thousands, except per share amounts)				
Operating expenses					
Research and development	\$ 133,420	\$ 89,325	\$ 54,642	\$ 19,816	\$ 8,181
General and administrative	81,921	43,949	26,885	16,181	2,951
Total operating expenses	215,341	133,274	81,527	35,997	11,132
Loss from operations	(215,341)	(133,274)	(81,527)	(35,997)	(11,132)
Interest income, net	4,650	2,005	703	181	12
Loss before provision for income taxes	(210,691)	(131,269)	(80,824)	(35,816)	(11,120)
Provision for income taxes	61	56	—	—	—
Net loss	<u>\$ (210,752)</u>	<u>\$ (131,325)</u>	<u>\$ (80,824)</u>	<u>\$ (35,816)</u>	<u>\$ (11,120)</u>
Net loss per share, basic and diluted	<u>\$ (3.67)</u>	<u>\$ (2.61)</u>	<u>\$ (1.89)</u>	<u>\$ (1.88)</u>	<u>\$ (3.80)</u>
Weighted average shares used in computing net loss per share, basic and diluted	57,403	50,401	42,751	19,041	2,929
	Year Ended December 31,				
	2018	2017	2016	2015	2014
	(In thousands)				
Balance Sheet Data:					
Cash and cash equivalents	\$ 107,511	\$ 73,487	\$ 124,010	\$ 76,777	\$ 2,269
Working capital	274,607	162,512	240,230	192,359	571
Total assets	339,555	206,934	298,789	212,361	2,531
Accumulated deficit	(476,234)	(265,482)	(134,157)	(53,333)	(17,517)
Total stockholders' equity	298,947	177,805	285,972	206,251	671

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our audited financial statements and related notes included elsewhere in this Annual Report on Form 10-K. This discussion and other parts of this Annual Report on Form 10-K contain forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations and intentions. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section of this Annual Report of on Form 10-K titled "Risk Factors." Except as may be required by law, we assume no obligation to update these forward-looking statements or the reasons that results could differ from these forward-looking statements.

Overview

We are a clinical-stage biopharmaceutical company advancing a new therapeutic approach, including the development of proprietary product candidates, for the treatment of peanut and other food allergies. It is estimated that over 30 million people in the United States and Europe have a food allergy, with peanut allergy being the most prevalent and most commonly associated with severe outcomes and life-threatening events. There are currently no approved medical therapies to cure food allergies or prevent their symptoms. Patients with food allergies are typically counseled to practice strict dietary avoidance. When accidental exposure to food allergens invokes a serious allergic reaction, rescue therapies, such as antihistamines or injectable epinephrine, are the only recourse available. Our therapeutic approach, which we refer to as Characterized Oral Desensitization ImmunoTherapy, or CODIT™, is designed to desensitize patients to food allergens and thereby reduce the risk of having an allergic reaction upon accidental exposure or reduce symptom severity should an allergic reaction occur. CODIT is intended to reduce meaningfully the burden and anxiety experienced by food-allergic patients and their families.

Our lead CODIT product candidate, AR101, is an investigational biologic for the treatment of patients with peanut allergy, which affects approximately three million patients in the United States and three million patients in Europe. AR101 has received Fast Track and Breakthrough Therapy Designations for the treatment of patients 4-17 years of age from the United States Food and Drug Administration, or FDA. In February 2018, we announced positive data from our Phase 3 efficacy trial of AR101 in the United States, Canada and Europe, which we refer to as the PALISADE (Peanut Allergy Oral Immunotherapy Study of AR101 for Desensitization in Children and Adults) trial. In November 2018, we announced positive topline results real-world experience safety trial of AR101 in the United States and Canada in patients ages 4-17, which we refer to as the RAMSES (Real-World AR101 Market-Supporting Experience Study in Peanut Allergic Children Ages 4-17 Years) trial. In addition, we have two ongoing roll-over studies relating to the PALISADE and RAMSES trials.

We filed a Biologics License Application, or BLA, for AR101 with the FDA, in December 2018. The FDA initiated review of the BLA for AR101 in January 2019, and we expect that the FDA will determine whether the BLA has been accepted for filing by the end of March 2019. The FDA has made an initial determination that AR101, as an allergenic product candidate, is exempt from the Prescription Drug User Fee Act, as amended, or PDUFA. We are not aware of any instances in which the BLA for a product candidate that had been granted Breakthrough Therapy designation was reviewed by the FDA pursuant to processes and timelines not governed by PDUFA and, as a result, there is uncertainty as to whether the AR101 BLA will receive an expedited review typically granted to product candidates with such designation. However, we believe the FDA has had policies that pre-date and post-date PDUFA that would allow for expedited review of PDUFA-exempt applications, and we are currently engaged in discussions with the FDA regarding the review timeline for the AR101 BLA. If the Breakthrough Therapy designation for AR101 does not result in an expedited review of the BLA for AR101, the BLA will likely be reviewed under a twelve-month review period applicable to PDUFA-exempt applications. Our initial target patient population for AR101 is children and adolescents in the 4-17 age group with a diagnosed peanut allergy, which we estimate reached approximately 1.6 million patients in the United States alone during 2018.

In February 2018, we completed enrollment of 175 patients in our European Phase 3 efficacy trial designed with a higher efficacy bar of tolerating 1,000 mg of peanut protein in an exit food-challenge without anything more than mild, transient symptoms, which we refer to as the ARTEMIS (AR101 Trial in Europe Measuring Oral Immunotherapy Success or ARC008) trial. Treatment of all patients in this trial is now complete and we expect to report preliminary summary data from the trial in the first half of 2019.

We expect to submit a Marketing Authorization Application, or MAA, with the European Medicines Agency, or EMA, in the first half of 2019. We maintain worldwide commercial rights to all of our product candidates, including AR101 and, if approved, currently intend to commercialize in the United States and Europe by developing a specialty sales force targeting a subset of the approximately 5,000 practicing allergists in the United States and allergy-focused clinicians in major European markets.

We are in the process of developing formulations for additional CODIT product candidates beyond peanut allergy and has formulation and manufacturing activities ongoing for a product candidate designed to treat egg allergy, AR201 and are exploring a product candidate designed to treat multi-nut allergy, including walnut allergy. Review of our investigational new drug application, or IND, for AR201 was completed by the FDA in February 2019. As such, we have been cleared to advance AR201 into a Phase 2 clinical trial, which we expect to commence in mid-2019. In addition, we are also conducting research and development activities for potential CODIT product candidates targeting other food allergies, including cow's milk allergy.

We maintain worldwide commercial rights to all of our product candidates, including AR101 and, if any of our product candidates are approved, we currently intend to commercialize in the United States and Europe by developing a specialty sales force targeting a subset of the approximately 5,000 practicing allergists in the United States and allergy-focused clinicians in major European markets.

Since commencing our operations in 2011, substantially all our efforts have been focused on research, development and AR101. We have not generated any revenue from product sales and, as a result, we have incurred significant losses. We incurred net losses of \$210.8 million, \$131.3 million and \$80.8 million for the years ended December 31, 2018, 2017, and 2016, respectively, and used \$169.1 million of cash in operations for the year ended December 31, 2018. As of December 31, 2018, our accumulated deficit was \$476.2 million. We expect to continue to incur losses for the foreseeable future, and we anticipate these losses will increase as we continue our development of, seek regulatory approval for, and begin to commercialize AR101, and as we develop other product candidates.

In February and March 2018, we issued and sold an aggregate of 6,325,000 shares of our common stock in an underwritten public offering at a price to the public of \$32.00 per share, including the closing of the full exercise of the underwriters' option to purchase an additional 825,000 shares of common stock. In addition, in November 2018, we sold an additional 3,237,529 shares of our common stock to Nestlé Health Science at a price of \$30.27 per share, for aggregate proceeds of \$98.0 million.

In January 2019, we entered into a loan agreement with an affiliate of KKR for up to \$170.0 million in three tranches. Of the total loan amount, \$40.0 million was funded upon the closing of the transaction, with \$85.0 million to be funded upon FDA approval of AR101 and satisfaction of other customary borrowing conditions, and \$45.0 million to be made available at our option in 2020, upon the satisfaction of certain borrowing conditions.

We currently utilize contract manufacturers for all our manufacturing activities. In June 2015, we entered into a lease for a manufacturing facility in Clearwater, Florida. In June 2017, we completed the construction of the manufacturing facility within the leased building, which we intend to handle full-scale cGMP (current Good Manufacturing Practices) commercial production of AR101, if approved, and supply future clinical trials of AR101. This manufacturing facility became operational in November 2018. We plan to continue to rely on the contract manufacturer that is located at the same site to manage the operations of this new manufacturing facility. Additionally, we currently utilize specialized clinical vendors, clinical trial sites, consultants, and clinical research organizations, or CROs, to ensure the proper and timely conduct of our clinical trials, and we do not yet have a sales organization. We expect to continue to significantly increase our investment in our manufacturing process and commercial organization as we prepare for the filing of a MAA with the EMA and prepare for the potential approval of our BLA for AR101 in the United States and commercial launch of AR101.

Credit Agreement with KKR

In January 2019, we entered into a Credit Agreement with KKR Peanut Aggregator L.P., an affiliate of KKR LLC, which we refer to, together with the several banks and other financial institutions from time to time party to the Credit Agreement, collectively as the Lenders, and Cortland Capital Market Services LLC, as the administrative agent and the collateral agent, or Agent. The Credit Agreement consists of a six-year term loan facility for an up to aggregate principal amount of \$170.0 million, which we refer to as the Term Loans. The Credit Agreement provides for an initial Term Loan of \$40.0 million, which was funded in January 2019. Subject to the fulfillment of certain customary conditions precedent, including the issuance of an approval letter by the FDA with respect to a AR101 BLA on or prior to December 31, 2020, we must draw an additional \$85.0 million of the Term Loans. At our option and, subject to the fulfillment of customary conditions precedent, including our achievement of aggregate net sales (as defined in the agreement) for AR101 by July 31, 2020 in an amount of at least \$30.0 million, we may draw the remaining \$45.0 million of the Term Loans. The Term Loans under the Credit Agreement bear interest through maturity, at our election, with respect to (a) ABR Loans, 6.50% per annum and (b) LIBOR Loans, 7.50% per annum. We will begin paying accrued interest on outstanding Term Loans on March 31, 2019, and on the last business day of each March, June, September and December thereafter while any Term Loan is outstanding, as well as on the final maturity date of the Term Loans. For each interest payment date until and including the fiscal quarter ending June 30, 2020, we have the option to elect whether the interest payments due on such interest payment date shall be paid in cash or paid in kind and capitalized. We have selected to pay in kind and have the interest capitalized for the fiscal quarter ending March 31, 2019.

Principal payments on the Term Loans are paid according to the following schedule: (i) on December 31, 2023, 50.0% of the outstanding principal amount of the Term Loans as of such date, including any capitalized interest, (ii) on each interest payment date thereafter, 12.5% of the outstanding principal amount of the Term Loans as of December 31, 2023 and (iii) on January 3, 2025, any remaining outstanding balance of the Term Loans. We are also required to make mandatory prepayments of the Term Loans under the Credit Agreement, subject to specified exceptions, with the proceeds of asset sales, debt issuances, royalty transactions, collaboration transactions, and specified other events. In addition, upon the occurrence of a change of control, we must prepay, the outstanding amount of the Term Loans.

If all or any of the Term Loans are prepaid or required to be prepaid under the Credit Agreement, then we will pay, in addition to such prepayment, a prepayment premium equal to (i) with respect to any such prepayment paid on or prior to January 3, 2021, the amount, if any, by which (a) the present value as of such date of determination of (x) 105.00% of the principal amount of the Term Loans prepaid plus (y) all required interest payments that would have been due on the principal amount of the Term Loans prepaid through and including January 3, 2021, computed using a discount rate equal to the treasury rate most nearly equal to the period from such date of prepayment to January 3, 2021 plus 50 basis points exceeds (b) the principal amount of the Term Loans prepaid, (ii) with respect to any prepayment paid or required to be paid after January 3, 2021 but on or prior to January 3, 2022, 5.00% of the principal amount of the Term Loans prepaid, (iii) with respect to any prepayment paid or required to be paid after January 3, 2022 but on or prior to January 3, 2023, 2.00% of the principal amount of the Term Loans prepaid and (iv) with respect to any prepayment paid or required to be prepaid thereafter, 0.00% of the principal amount of the Term Loans prepaid. If we receive an approval letter by the FDA with respect to a AR101 BLA on or prior to December 31, 2020, we must pay on the earlier of (i) the date on which commitments have been terminated and no Term Loans are outstanding and (ii) the Interest Payment Date falling in the first full fiscal quarter after receipt of such regulatory approval, a premium in an amount equal to \$3.4 million and the prepayment premium for such date on a principal amount equal to \$85.0 million. The premium with respect to the regulatory approval described in the immediately preceding sentence is not due if we draw the additional (after the first \$40.00 million) \$85.0 million of the Term Loans.

Upon the prepayment or repayment of all or any of the Term Loans, we will pay an additional (in addition to the prepayment premium) exit fee in an amount equal to 4.00% of the principal amount of the Term Loans prepaid or repaid. In addition, we paid certain customary fees and expenses to the Agent and other service providers upon the closing of the transaction.

The obligations under the Credit Agreement are secured by a lien on substantially all of our tangible and intangible property. The Credit Agreement contains certain affirmative covenants, negative covenants and events of default, including, covenants and restrictions that among other things, require us and our subsidiary guarantors to satisfy a minimum cash balance covenant and restricts our ability and each of our subsidiaries' ability to incur liens, incur additional indebtedness, make loans and investments, engage in mergers and acquisitions, engage in asset sales or sale and leaseback transactions, and declare dividends or redeem or repurchase capital stock. A failure to comply with these covenants could permit the Lenders under the Credit Agreement to declare the Term Loans, together with accrued interest and fees, to be immediately due and payable.

Collaboration with Nestle Health Science

In November 2016, we entered into a two-year strategic collaboration with an affiliate of Nestle Health Science US Holdings, Inc. for the advancement of food allergy therapeutics and issued and sold to Nestle Health Science US Holdings, Inc. (together with its affiliate, Nestle Health Science) 7,552,084 shares of common stock in a private placement at a price of \$19.20 per share, which represented approximately 15.1% of our outstanding shares at the time of the transaction. Subject to certain limited exceptions, Nestle Health Science agreed to a two-year market standoff provision under which it agreed not to sell or transfer any of our common stock or other securities. Subject to certain limited exceptions, Nestle Health Science also agreed to a two-year standstill agreement under which Nestle Health Science agreed not to acquire us through any means. We agreed to register the resale of the shares that Nestle Health Science purchased on a registration statement to be filed with the SEC upon the request of Nestle Health Science, which cannot make the request prior to the 45th day preceding the end of the market standoff provision. The investment and the collaboration do not include any development milestones, product marketing rights or royalties.

In November 2018, we entered into an extension of the strategic collaboration on similar terms and issued and sold an additional 3,237,529 shares of our common stock in a private placement at a price of \$30.27 per share for aggregate proceeds of \$98.0 million, increasing Nestlé Health Science's ownership of Aimmune to approximately 19%. The transaction documents include the extension of the registration rights, standstill rights and market standoff provisions. We are not subject to any partnership, collaboration, or negotiation restrictions under the extension agreements. In addition, we retain all rights to our current and future pipeline assets, and we and Nestlé Health Science expect to continue to collaborate towards the successful development of such assets.

The initial investment launched a two-year strategic collaboration, which was extended for an additional two years in November 2018, between us and Nestle Health Science, the terms of which enable both parties to discuss our current and future oral immunotherapy development programs through a newly established pipeline forum. Nestle Health Science will provide ongoing scientific, regulatory, and commercial expertise and advice to us through the pipeline forum. Any information disclosed in the collaboration will remain our confidential information, and any new ideas or inventions that arise that relate to our products will be our solely owned intellectual property. If we elect to seek a partner or collaborator for one of our oral immunotherapy development programs during the two-year term of the collaboration, Nestle Health Science will have a three-month period to negotiate exclusively with us. During the term of the collaboration, and for so long as Nestle Health Science holds not less than ten percent of our outstanding common stock, Nestle Health Science will be entitled to designate one nominee to serve as a director on our Board of Directors. In November 2016, Greg Behar joined our Board of Directors on behalf of Nestle Health Science. The strategic collaboration agreement contains a non-competition covenant pursuant to which Nestle Health Science has agreed not to engage in certain activities relating to OIT for the treatment of food allergies.

Critical Accounting Policies and Significant Judgments and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles, or GAAP, in the United States. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, as well as the reported revenue generated and expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management's judgments and estimates. Our significant accounting policies are more fully described in Note 2 of Notes to Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10-K.

Accrued Research and Development Costs

We record expenses for our research and development activities conducted by third-party service providers, which include the conduct of pre-clinical studies and clinical trials and contract manufacturing activities, based upon the estimated amount of services provided and work completed but not yet invoiced and in accordance with agreements established with these third-party service providers. We include these costs in accrued liabilities in the consolidated balance sheets and within research and development expenses in the consolidated statements of operations and comprehensive loss. These costs are a significant component of our research and development expenses.

We estimate the amount of work completed through discussions with internal personnel and external service providers as to the progress or stage of completion of the services and the agreed-upon fee to be paid for such services. We make significant judgments and estimates in determining the accrued balance in each reporting period. As actual costs become known, we adjust our accrued estimates. Although we do not expect our estimates to be materially different from amounts actually incurred, our understanding of the status and timing of services performed, the number of patients enrolled and the rate of patient enrollment may vary from our estimates and could result in us reporting amounts that are too high or too low in any particular period. Our accrued expenses are dependent, in part, upon the receipt of timely and accurate reporting from clinical research organizations and other third-party service providers. To date, there have been no material differences from our accrued expenses to actual expenses.

Stock-Based Compensation

We recognize compensation costs related to stock options granted to employees and directors based on the estimated fair value of the awards on the date of grant, net of estimated forfeitures. We estimate the grant date fair value using the Black-Scholes option-pricing model. The grant date fair value of the stock-based awards is generally recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective awards. The fair value of ESPP is expensed over the purchase period, which is generally six months, on a straight-line basis.

We recorded stock-based compensation expense of \$32.7 million, \$16.7 million and \$12.6 million for the years ended December 31, 2018, 2017 and 2016, respectively.

In determining the fair value of the stock-based awards used to calculate stock-based compensation expense, we use the Black-Scholes option-pricing model and assumptions discussed below. Each of these inputs is subjective and generally requires judgment to determine.

- *Expected Term.* The expected term of stock-based awards represents the weighted average period the stock-based awards are expected to be outstanding. We have opted to use the simplified method for estimating the expected term as provided by the Securities and Exchange Commission Staff Accounting Bulletin, or SAB, 110 as our stock-based awards are considered “plain vanilla”. The simplified method calculates the expected term as the average time-to-vesting and the contractual life of the options. We plan to continue to use the simplified method under SAB 110 until we have sufficient exercise history as a publicly traded company.
- *Expected Volatility.* As we have limited trading history for our common stock, the expected stock price volatility assumption is determined based on the historical volatilities of a group of industry peers as well as the historical volatility of our own common stock since we began trading subsequent to our IPO in August 2015. Industry peers consist of several public companies in the biopharmaceutical industry with comparable characteristics including enterprise value, risk profiles and position within the industry. We intend to continue to consistently apply this process using the same or similar public companies until a sufficient amount of historical information regarding the volatility of our own common stock share price becomes available, or unless circumstances change such that the identified companies are no longer similar to us, in which case, more suitable companies whose share prices are publicly available would be utilized in the calculation.
- *Risk-Free Interest Rate.* The risk-free interest rate is based on the implied yield available on U.S. Treasury zero-coupon issues in effect at the time of grant for periods corresponding with the expected term of the stock-based award.
- *Expected Dividend Yield.* We have never paid dividends on our common stock and have no plans to pay dividends on our common stock. Therefore, we used an expected dividend yield of zero for all years presented.

Restricted Stock Units, or RSUs are measured based on the fair market value of the underlying stock on the date of grant and recognized as expense on a straight-line basis over the employee’s requisite service period (generally the vesting period).

The weighted-average assumptions used to estimate the fair value of stock options using the Black-Scholes option valuation model and the resulting weighted average grant date fair value of stock options granted were as follows:

	Year Ended December 31,		
	2018	2017	2016
Expected volatility.....	67.8%	73.1%	74.5%
Risk-free interest rate	2.5%	2.0%	1.7%
Expected dividend yield	—	—	—
Expected term (in years)	6.0	6.0	6.0
Weighted average grant date fair value.....	\$ 19.53	\$ 13.70	\$ 10.53

In addition to the Black-Scholes assumptions, we estimate our forfeiture rate based on an analysis of our actual forfeitures and will continue to evaluate the adequacy of the forfeiture rate based on actual forfeiture experience, analysis of employee turnover behavior and other factors. The impact from any forfeiture rate adjustment would be recognized in full in the period of adjustment, and if the actual number of future forfeitures differs from our estimates, we might be required to record adjustments to stock-based compensation in future periods. We will continue to use judgment in evaluating the expected volatility, expected terms and forfeiture rates utilized for our stock-based compensation expense calculations on a prospective basis.

As of December 31, 2018, we had \$52.2 million of unrecognized compensation expense related to unvested stock options, which is expected to be recognized over an estimated weighted-average period of 2.5 years. For stock option awards subject to ratable vesting, we recognize compensation cost on a straight-line basis over the service period for the entire award. In future periods, our stock-based compensation expense is expected to increase as a result of recognizing our existing unrecognized stock-based compensation for awards that will vest and as we issue additional stock-based awards to attract and retain our employees.

Recent Accounting Pronouncements

The information required by this item is included in Note 2, Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

Components of Results of Operations

Research and Development Expenses

The largest component of our total operating expenses has historically been our investment in research and development activities. Research and development expenses consist primarily of external-related expenses, employee-related expenses, stock-based compensation expense, and facilities and other costs, which include the following:

- External-related expenses include costs incurred to conduct research, such as the discovery and development of our product candidates; costs related to the production of clinical supplies, including fees paid to contract manufacturers; fees paid to consultants and vendors, including clinical research organizations in conjunction with implementing and monitoring our clinical trials and acquiring and evaluating clinical trial data, including all related fees, such as for investigator grants, patient screening fees, laboratory work and statistical compilation and analysis; costs for scientific conferences and meetings; and costs related to compliance with drug development regulatory requirements.
- Employee-related costs include salaries, bonuses, severance and benefits for personnel in our research and development functions.
- Stock-based compensation expense is expense associated with our equity plans for awards to personnel in our research and development functions.
- Facilities and other costs include facilities-related rent, depreciation and other allocable expenses, which include general and administrative support functions and general supplies for our research and development activities.

We recognize all research and development expenses as they are incurred. Clinical trial, contract manufacturing and other development costs incurred by third parties are expensed as the contracted work is performed.

General and Administrative Expenses

General and administrative expenses include employee-related costs, stock-based compensation expense, external professional services expenses, and facilities and other costs. Employee-related costs include salaries, bonuses, severance and benefits for personnel in our general and administrative functions. Stock-based compensation expense is expense associated with our equity plans for awards to personnel in our general and administrative functions. External professional services expenses consist of legal, accounting, and audit services and other consulting fees. Facilities and other costs consist of allocable expenses, including facilities-related rent and depreciation, from our facilities and information technology departments, which are allocated between research and development and general and administrative functions based on headcount.

Results of Operations

Comparison of the years ended December 31, 2018 and 2017

	Year Ended December 31,		\$ Change	% Change
	2018	2017		
	(In thousands)			
Operating expenses:				
Research and development	\$ 133,420	\$ 89,325	\$ 44,095	49%
General and administrative	81,921	43,949	37,972	86%
Total operating expenses	215,341	133,274	82,067	62%
Loss from operations	(215,341)	(133,274)	(82,067)	62%
Interest income, net	4,650	2,005	2,645	132%
Loss before provision for income taxes	(210,691)	(131,269)	(79,422)	61%
Provision for income taxes	61	56	5	9%
Net loss	<u>\$ (210,752)</u>	<u>\$ (131,325)</u>	<u>\$ (79,427)</u>	60%

Research and Development Expenses

The following table summarizes our research and development expenses incurred during the years ended December 31, 2018 and 2017:

	Year Ended December 31,		\$ Change	% Change
	2018	2017		
	(In thousands)			
External clinical-related expenses	\$ 86,577	\$ 62,723	\$ 23,854	38%
Employee-related costs	27,903	16,492	11,411	69%
Stock-based compensation expense	9,945	5,077	4,868	96%
Facilities and other costs	8,995	5,033	3,962	79%
Total research and development	<u>\$ 133,420</u>	<u>\$ 89,325</u>	<u>\$ 44,095</u>	49%

Research and development expenses increased by \$44.1 million for the year ended December 31, 2018 compared to the year ended December 31, 2017, primarily due to increased external clinical-related expenses, employee-related costs, stock-based compensation expense and facilities and other costs. External clinical-related costs increased primarily due to the progression of certain AR101 clinical trials, including RAMSES, ARC008, ARTEMIS and ARC011, the close-out of clinical trials, and higher contract manufacturing costs to support clinical development and regulatory activities. Employee-related costs and stock-based compensation expense increased primarily due to increased headcount to support continued development of AR101. Facilities and other costs increased primarily due to the allocation of higher facilities and information technology costs, which are allocable from general and administrative to research and development expenses based on headcount.

We expect research and development expenses to continue to increase in the near-term as our clinical trials related to the AR101 development program progress, as we advance our CODIT product candidates for the treatment of egg allergy and multi-nut allergy into clinical trials and as we develop additional CODIT product candidates.

General and Administrative Expenses

The following table summarizes our general and administrative expenses incurred during the years ended December 31, 2018 and 2017:

	Year Ended December 31,		\$ Change	% Change
	2018	2017		
	(In thousands)			
Employee-related costs	\$ 22,949	\$ 14,068	\$ 8,881	63%
Stock-based compensation expense	22,787	11,642	11,145	96%
External professional services	35,028	16,649	18,379	110%
Facilities and other costs	1,157	1,590	(433)	-27%
Total general and administrative	<u>\$ 81,921</u>	<u>\$ 43,949</u>	<u>\$ 37,972</u>	86%

General and administrative expenses increased by \$38.0 million for the year ended December 31, 2018 compared to the year ended December 31, 2017, primarily due to increased external professional services costs, stock-based compensation expense and employee-related costs. External professional services increased primarily due to consulting services for commercial planning, medical education and grants, and support for AR101. Stock-based compensation expense increased primarily due to the January 2018 issuance of restricted common stock in connection with the expansion and extension of our long-term commercial supply agreement with GPC and modification of certain executives' stock options resulting from their planned separation. Employee-related costs increased primarily due to increased headcount. The increased headcount was for additional administrative support for the continued buildout of our infrastructure to support the potential commercialization of AR101, including the establishment of key commercial functions such as marketing, market access and medical affairs.

We expect our general and administrative expenses to continue to increase as we continue to build our infrastructure, including the hiring of additional personnel, incur expenses related to commercial planning for AR101 and recognize expenses in connection with the vesting of the restricted common stock issued to GPC.

Interest Income, net

Interest income, net, increased by \$2.6 million for the year ended December 31, 2018 compared to the year ended December 31, 2017, primarily due to higher average cash, cash equivalents, and investment balances during the period.

Provision for Income Taxes

Provision for income taxes for the year ended December 31, 2018 is due to income tax expense generated from our foreign subsidiaries.

Comparison of the years ended December 31, 2017 and 2016

	Year Ended December 31,		\$ Change	% Change
	2017	2016		
	(In thousands)			
Operating expenses:				
Research and development	\$ 89,325	\$ 54,642	\$ 34,683	63%
General and administrative	43,949	26,885	17,064	63%
Total operating expenses	133,274	81,527	51,747	63%
Loss from operations	(133,274)	(81,527)	(51,747)	63%
Interest income, net	2,005	703	1,302	185%
Loss before provision for income taxes	<u>(131,269)</u>	<u>(80,824)</u>	<u>(50,445)</u>	62%

Research and Development Expenses

The following table summarizes our research and development expenses incurred during the years ended December 31, 2017 and 2016:

	Year Ended December 31,		\$ Change	% Change
	2017	2016		
	(In thousands)			
External clinical-related expenses	\$ 62,723	\$ 37,133	\$ 25,590	69%
Employee-related costs	16,492	10,342	6,150	59%
Stock-based compensation expense	5,077	4,838	239	5%
Facilities and other costs	5,033	2,329	2,704	116%
Total research and development	<u>\$ 89,325</u>	<u>\$ 54,642</u>	<u>\$ 34,683</u>	63%

Research and development expenses increased by \$34.7 million for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to increased external clinical-related expenses, employee-related costs and facilities and other costs. External clinical-related costs increased primarily due to the progression of the AR101 program, which include the RAMSES, ARC008, ARTEMIS and ARC011 clinical trials that commenced in 2017, and higher contract manufacturing costs to support clinical development. Employee-related costs increased primarily due to increased headcount to support continued development of AR101. Facilities and other costs increased primarily due to the allocation of higher facilities and information technology costs, which are allocable from general and administrative to research and development expenses based on headcount.

General and Administrative Expenses

The following table summarizes our general and administrative expenses incurred during the years ended December 31, 2017 and 2016:

	Year Ended December 31,		\$ Change	% Change
	2017	2016		
	(In thousands)			
Employee-related costs	\$ 14,068	\$ 8,406	\$ 5,662	67%
Stock-based compensation expense	11,642	7,803	3,839	49%
External professional services	16,649	8,542	8,107	95%
Facilities and other costs	1,590	2,134	(544)	-25%
Total general and administrative	<u>\$ 43,949</u>	<u>\$ 26,885</u>	<u>\$ 17,064</u>	63%

General and administrative expenses increased by \$17.1 million for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to increased external professional services, stock-based compensation expense and employee-related costs, which increases were partially offset by a decrease in facilities and other costs. External professional services increased primarily due to consulting services for commercial planning and support for AR101. Stock-based compensation expense increased primarily due to increased headcount, higher valuation of stock options granted and the modification of the CEO's stock options resulting from the recent announcement of his retirement. Employee-related costs increased primarily due to increased headcount for additional administrative support as we continue to build infrastructure to support our clinical trials and potential commercialization of AR101. Facilities and other costs decreased primarily due to the allocation of higher facilities and information technology costs, which are allocable from general and administrative to research and development expenses based on headcount.

Interest Income, net

Interest income, net, increased by \$1.3 million for the year ended December 31, 2017 compared to the year ended December 31, 2016 primarily due to higher average cash and investment balances during the period.

Provision for Income Taxes

Provision for income taxes for the year ended December 31, 2017 is due to income tax expense generated from our foreign subsidiaries.

Liquidity and Capital Resources

As of December 31, 2018, we had cash, cash equivalents and investments of \$303.9 million. We believe that our existing capital resources will be sufficient to fund our planned operations for at least the next 12 months and through expected regulatory approval of AR101 in the United States.

In November 2016, we and Nestle Health Science entered into the Purchase Agreement, pursuant to which we issued and sold 7,552,084 shares of our common stock, par value \$0.0001 per share, to Nestle Health Science for an aggregate cash purchase price of \$145.0 million.

In February and March 2018, we issued and sold an aggregate of 6,325,000 shares of our common stock in an underwritten public offering at a price to the public of \$32.00 per share, including the closing of the full exercise of the underwriters' option to purchase an additional 825,000 shares of common stock. In addition, in November 2018, we sold an additional 3,237,529 shares of our common stock to Nestlé Health Science at a price of \$30.27 per share, for aggregate proceeds of \$98.0 million.

In January 2019, we entered into a loan agreement with an affiliate of KKR for up to \$170.0 million in three tranches. Of the total loan amount, \$40.0 million was funded upon the closing of the transaction, with \$85.0 million to be funded upon FDA approval of AR101 and satisfaction of other customary borrowing conditions, and \$45.0 million to be made available at our option in 2020 upon the satisfaction of certain borrowing conditions. The loan can be prepaid at our discretion, at any time, subject to prepayment fees. The weighted-average interest rate will be calculated based on the daily cost of borrowing, reflecting the relevant adjusted London Interbank Offered Rate, or LIBOR, or Alternate Base Rate, or ABR plus the applicable margin. We have the option to elect to make interest payments from available funds or make interest payments in kind by capitalizing such interest amounts on the applicable interest payment date by adding the amounts to the outstanding principal amount of the loan. Any capitalized amounts shall thereafter bear interest. The Company has selected to pay in kind and have the interest capitalized for the fiscal quarter ending March 31, 2019.

We do not expect to generate revenue from product sales unless and until we successfully complete development of, obtain regulatory approval for, and begin to commercialize one or more of our product candidates, which is subject to significant uncertainty. If our BLA for AR101 receives expedited review and we receive approval of a BLA for AR101 in-line with our current expected timing, we would expect to be able to commence commercial sales of AR101 in the United States in the second half of 2019. However, we may not receive expedited review of our AR101 BLA from the FDA, notwithstanding our receipt of Breakthrough Therapy designation for AR101, in which case our ability to commence commercial sales of AR101 in the United States may be delayed. Even if we are able to commence commercial sales in 2019, we may need to raise additional capital to fund our future operations. Until such time that we can generate substantial revenue from product sales, if ever, we expect to finance our operating activities through a combination of equity offerings and debt financings and we may seek to raise additional capital through strategic collaborations. However, we may be unable to raise additional funds or enter into such arrangements when needed on favorable terms, or at all, which would have a negative impact on our financial condition and could force us to delay, limit, reduce or terminate our development programs or commercialization efforts or grant to others rights to develop or market product candidates that we would otherwise prefer to develop and market ourselves. Failure to receive additional funding could cause us to cease operations, in part or in full. Furthermore, even if we believe we have sufficient funds for our current or future operating plans, we may seek additional capital due to favorable market conditions or strategic considerations.

Summary Statement of Cash Flows

Comparison of the years ended December 31, 2018 and 2017

	Year Ended December 31,		Change
	2018	2017	
		(In thousands)	
Net cash provided by (used in):			
Operating activities	\$ (169,128)	\$ (99,605)	\$ (69,523)
Investing activities	(96,010)	42,562	(138,572)
Financing activities	299,162	6,520	292,642
Net change in cash and cash equivalents	<u>\$ 34,024</u>	<u>\$ (50,523)</u>	<u>\$ 84,547</u>

Net Cash Used In Operating Activities

Net cash used in operating activities was \$169.1 million for the year ended December 31, 2018, an increase of \$69.5 million from \$99.6 million for the year ended December 31, 2017. This increase was primarily due to higher net loss from operations resulting from increased research and development and general and administrative expenses.

Net Cash Used In Investing Activities

Net cash used in investing activities was \$96.0 million for the year ended December 31, 2018, a decrease of \$138.6 million from net cash provided by investing activities of \$42.6 million for the year ended December 31, 2017. The decrease was primarily due to the timing of net purchases of various investments and capitalized assets.

Net Cash Provided By Financing Activities

Net cash provided by financing activities was \$299.2 million for the year ended December 31, 2018, an increase of \$292.6 million from \$6.5 million for the year ended December 31, 2017. The increase was primarily due to net cash proceeds of \$190.4 million resulting from the issuance of our common stock in our public offering in February and March 2018 and net cash proceeds of \$98.0 million from the issuance of our common stock in a private placement with Nestle Health Science.

As of December 31, 2018, we had cash, cash equivalents and investments of \$303.9 million.

Comparison of the years ended December 31, 2017 and 2016

	Year Ended December 31,		Change
	2017	2016 (In thousands)	
Net cash provided by (used in):			
Operating activities	\$ (99,605)	\$ (56,614)	\$ (42,991)
Investing activities	42,562	(43,896)	86,458
Financing activities	6,520	147,843	(141,323)
Net change in cash and cash equivalents	<u>\$ (50,523)</u>	<u>\$ 47,333</u>	<u>\$ (97,856)</u>

Net Cash Used In Operating Activities

Net cash used in operating activities was \$99.6 million for the year ended December 31, 2017, an increase of \$43.0 million, from \$56.6 million for the year ended December 31, 2016. This increase was primarily due to higher net loss from operations resulting from increased research and development and general and administrative expenses.

Net Cash Used In Investing Activities

Net cash provided by investing activities was \$42.6 million during the year ended December 31, 2017, an increase of \$86.5 million from net cash used in investing activities of \$43.9 million for the year ended December 31, 2016. The increase was primarily due to the timing of purchases of various investments we have made as we monitor the balance of our portfolio's investments while managing our cash requirements.

Net Cash Provided By Financing Activities

Net cash provided by financing activities was \$6.5 million for the year ended December 31, 2017, a decrease of \$141.3 million from \$147.8 million for the year ended December 31, 2016. The decrease is primarily due to net cash proceeds of \$145.0 million from the issuance of our common stock as part of the equity investment by Nestle Health Science in 2016, partially offset by proceeds from issuance of our common stock.

Contractual Obligations and Other Commitments

The following table summarizes our future contractual obligations as of December 31, 2018:

	Total	Less than 1	Years		
			1-3	3-5	More than 5
(In thousands)					
Operating leases	\$ 18,495	3,133	\$ 6,743	\$ 6,875	\$ 1,744
Capital lease	111	33	69	9	—
Other purchase commitments and obligations ^{(1), (2), (3)}	—	—	—	—	—
Total contractual obligations	<u>\$ 18,606</u>	<u>\$ 3,166</u>	<u>\$ 6,812</u>	<u>\$ 6,884</u>	<u>\$ 1,744</u>

- (1) We purchase standard food-grade peanut flour from Golden Peanut Company, or GPC, pursuant to a long-term exclusive commercial supply agreement, which was expanded and extended in January 2018. GPC is not allowed to sell several peanut flour products to any third party worldwide for use in OIT for the treatment or cure of peanut allergy, provided that we are in compliance with our exclusive purchase obligation and meet specified annual purchase commitments. The restated agreement remains in effect until ten years after the first delivery to us of peanut flour for commercial use and includes an option for us to extend the term for an additional five years. In connection with the expansion and extension of the agreement, we issued Archer Daniels Midland Company 300,000 shares of our common stock, vesting over a 3.5-year period.

Pursuant with the restated agreement, our purchase obligation commences with the first delivery of peanut flour for commercial use, which we currently anticipate will not occur prior to 2019. Assuming that our first delivery for commercial use occurs in 2019, which is not assured, the aggregate purchase commitment under this agreement would be \$3.3 million over a term of ten years.

- (2) In December 2018, we entered into an exclusive supply agreement for egg protein with Michael Foods, Inc. Pursuant to the agreement, we have exclusive access to the clinical and commercial use of Michael Foods' egg products for any egg allergy treatment, prevention or cure for a period of up to 15 years beyond the potential approval of AR201.
- (3) In January 2019, we entered into a loan agreement with an affiliate of KKR for up to \$170.0 million in three tranches. Of the total loan amount, \$40.0 million was funded upon the closing of the transaction, with \$85.0 million to be funded upon FDA approval of AR101 and satisfaction of other customary borrowing conditions, and \$45.0 million to be made available at our option in 2020 upon the satisfaction of certain borrowing conditions. The loan can be prepaid at our discretion, at any time, subject to prepayment fees. The weighted-average interest rate is calculated based on the daily cost of borrowing, reflecting the relevant adjusted LIBOR Rate or ABR plus the applicable margin. We have the option to elect to make interest payments from available funds or make interest payments in kind by capitalizing such interest amounts on the applicable interest payment date by adding the amounts to the outstanding principal amount of the loan. Any capitalized amounts shall thereafter bear interest. The Company has selected to pay in kind and have the interest capitalized for the fiscal quarter ending March 31, 2019.

We enter into agreements in the normal course of business with contract research organizations for clinical trials and with vendors for pre-clinical studies and other services and products for operating purposes which are cancelable at any time by us, generally upon 30 days prior written notice. These payments are not included in this table of contractual obligations.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements and do not have variable interests in variable interest entities.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

As of December 31, 2018, we had cash, cash equivalents and investments of \$303.9 million, which consisted primarily of money market funds, agency securities, corporate securities, U.S. government securities and commercial paper. Such interest-earning instruments carry a degree of interest rate risk. However, historical fluctuations of interest income have not been significant.

We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate exposure. We have not historically been exposed to material risks due to changes in interest rates. Based on our investment positions as of December 31, 2018, a hypothetical 100 basis point change in interest rates would result in a \$0.8 million change in the fair market value of the portfolio. Any changes would only be realized if we sold the investments prior to maturity.

We had no outstanding debt as of December 31, 2018. In January 2019, we entered into a loan agreement with an affiliate of KKR for up to \$170.0 million in three tranches. Of the total loan amount, \$40.0 million was funded upon the closing of the transaction, with \$85.0 million to be funded upon FDA approval of AR101 and satisfaction of other customary borrowing conditions, and \$45.0 million to be made available at our option in 2020, upon the satisfaction of certain borrowing conditions. The loan can be prepaid at our discretion, at any time, subject to prepayment fees. The weighted-average interest rate will be calculated based on the daily cost of borrowing, reflecting the relevant adjusted London Interbank Offered Rate or Alternate Base Rate plus the applicable margin. We have the option to elect to make interest payments from available funds or make interest payments in kind by capitalizing such interest amounts on the applicable interest payment date by adding the amounts to the outstanding principal amount of the loan. Any capitalized amounts shall thereafter bear interest. The Company has selected to pay in kind and have the interest capitalized for the fiscal quarter ending March 31, 2019.

Item 8. Financial Statements and Supplementary Data.

The following consolidated financial statements, and the related notes thereto, of Aimmune Therapeutics, Inc. and the Report of the Company’s Independent Registered Public Accounting Firm are filed as a part of this Annual Report on Form 10-K.

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Report of Independent Registered Public Accounting Firm

The Stockholders and Board of Directors

Aimmune Therapeutics, Inc.:

Opinions on the Consolidated Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Aimmune Therapeutics, Inc. and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive loss, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Controls and Procedures. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

We have served as the Company's auditor since 2015.

San Francisco, California
February 28, 2019

AIMMUNE THERAPEUTICS, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except per share amounts)

	December 31,	
	2018	2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 107,511	\$ 73,487
Short-term investments	196,421	108,943
Prepaid expenses and other current assets	8,687	6,681
Total current assets	312,619	189,111
Property and equipment, net	26,328	17,205
Prepaid expenses and other assets	608	618
Total assets	<u>\$ 339,555</u>	<u>\$ 206,934</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 8,833	\$ 5,095
Accrued liabilities	29,144	21,478
Other current liabilities	35	26
Total current liabilities	38,012	26,599
Other liabilities	2,596	2,530
Total liabilities	<u>40,608</u>	<u>29,129</u>
Commitments and contingencies (Note 5)		
Stockholders' equity:		
Preferred stock, par value \$0.0001 per share - 10,000 shares authorized at December 31, 2018 and 2017; 0 shares issued and outstanding at December 31, 2018 and 2017	—	—
Common stock, par value \$0.0001 per share—290,000 shares authorized as of December 31, 2018 and 2017; 62,142 and 51,091 shares issued and outstanding as of December 31, 2018 and 2017, respectively (including 0 and 47 shares subject to repurchase, legally issued and outstanding as of December 31, 2018 and 2017, respectively)	6	5
Additional paid-in capital	775,283	443,390
Accumulated other comprehensive loss	(108)	(108)
Accumulated deficit	(476,234)	(265,482)
Total stockholders' equity	298,947	177,805
Total liabilities and stockholders' equity	<u>\$ 339,555</u>	<u>\$ 206,934</u>

See accompanying notes to consolidated financial statements.

AIMMUNE THERAPEUTICS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(In thousands, except per share amounts)

	Year Ended December 31,		
	2018	2017	2016
Operating expenses			
Research and development.....	\$ 133,420	\$ 89,325	\$ 54,642
General and administrative	81,921	43,949	26,885
Total operating expenses	<u>215,341</u>	<u>133,274</u>	<u>81,527</u>
Loss from operations	(215,341)	(133,274)	(81,527)
Interest income, net	4,650	2,005	703
Loss before provision for income taxes.....	(210,691)	(131,269)	(80,824)
Provision for income taxes	61	56	—
Net loss.....	(210,752)	(131,325)	(80,824)
Other comprehensive income (loss), net of tax:			
Unrealized gain (loss) on investments	—	(81)	61
Comprehensive loss.....	<u>\$ (210,752)</u>	<u>\$ (131,406)</u>	<u>\$ (80,763)</u>
Net loss per share, basic and diluted	<u>\$ (3.67)</u>	<u>\$ (2.61)</u>	<u>\$ (1.89)</u>
Weighted average shares used in computing net loss per share, basic and diluted	57,403	50,401	42,751

See accompanying notes to consolidated financial statements.

AIMMUNE THERAPEUTICS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of December 31, 2015	42,239	\$ 4	\$ 259,668	\$ (88)	\$ (53,333)	\$ 206,251
Issuance of common stock upon exercise of vested options	413	—	2,843	—	—	2,843
Issuance of common stock upon securities purchase agreement	7,552	1	144,999	—	—	145,000
Stock-based compensation	—	—	12,641	—	—	12,641
Other comprehensive gain	—	—	—	61	—	61
Net loss	—	—	—	—	(80,824)	(80,824)
Balance as of December 31, 2016	50,204	\$ 5	\$ 420,151	\$ (27)	\$ (134,157)	\$ 285,972
Issuance of common stock upon exercise of vested options and vesting of restricted stock units	887	—	6,520	—	—	6,520
Stock-based compensation	—	—	16,719	—	—	16,719
Other comprehensive loss	—	—	—	(81)	—	(81)
Net loss	—	—	—	—	(131,325)	(131,325)
Balance as of December 31, 2017	51,091	\$ 5	\$ 443,390	\$ (108)	\$ (265,482)	\$ 177,805
Issuance of common stock upon exercise of vested options and vesting of restricted stock units	1,188	0	10,726	—	—	10,726
Issuance of common stock upon public offering	6,325	1	190,435	—	—	190,436
Issuance of common stock upon securities agreement	3,538	—	98,000	—	—	98,000
Stock-based compensation	—	—	32,732	—	—	32,732
Net loss	—	—	—	—	(210,752)	(210,752)
Balance as of December 31, 2018	<u>62,142</u>	<u>\$ 6</u>	<u>\$ 775,283</u>	<u>\$ (108)</u>	<u>\$ (476,234)</u>	<u>\$ 298,947</u>

See accompanying notes to consolidated financial statements.

AIMMUNE THERAPEUTICS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net loss.....	\$ (210,752)	\$ (131,325)	\$ (80,824)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation expense.....	1,598	966	534
Stock-based compensation expense.....	32,732	16,719	12,641
Investment premium amortization, net.....	(886)	511	919
Changes in operating assets and liabilities:			
Prepaid expenses and other assets	(1,995)	(1,435)	3,967
Accounts payable.....	2,688	2,315	(994)
Accrued liabilities.....	7,412	11,557	6,803
Other liabilities	75	1,087	340
Net cash used in operating activities.....	<u>(169,128)</u>	<u>(99,605)</u>	<u>(56,614)</u>
Cash flows from investing activities:			
Purchases of property and equipment.....	(9,420)	(6,425)	(7,665)
Purchases of investments.....	(261,293)	(129,534)	(197,178)
Maturities of investments	174,703	178,521	160,947
Net cash provided by (used in) investing activities	<u>(96,010)</u>	<u>42,562</u>	<u>(43,896)</u>
Cash flows from financing activities:			
Proceeds from issuance of common stock, net of issuance costs.....	288,435	6,520	145,000
Net cash proceeds from exercise of stock options, including early exercise	10,727	—	2,843
Net cash provided by financing activities	<u>299,162</u>	<u>6,520</u>	<u>147,843</u>
Net increase (decrease) in cash and cash equivalents	34,024	(50,523)	47,333
Cash and cash equivalents at the beginning of the year.....	73,487	124,010	76,677
Cash and cash equivalents at the end of the year.....	<u>\$ 107,511</u>	<u>\$ 73,487</u>	<u>\$ 124,010</u>
Supplemental schedule of non-cash investing and financing activities:			
Purchases of property and equipment reported in accounts payable	\$ 1,301	\$ 1,355	\$ 558
Supplemental cash flow disclosures:			
Cash paid for taxes.....	\$ 148	\$ 39	\$ —

See accompanying notes to consolidated financial statements.

AIMMUNE THERAPEUTICS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Formation and Business of the Company

Aimmune Therapeutics, Inc., or the Company, is a clinical-stage biopharmaceutical company advancing a new therapeutic approach, including the development of proprietary product candidates, for the treatment of peanut and other food allergies. Our therapeutic approach, which we refer to as Characterized Oral Desensitization Immunotherapy, or CODIT™, is a therapeutic approach designed to desensitize patients to food allergens using rigorously characterized biologic products, defined treatment protocols and tailored support services. We are headquartered in Brisbane, California and were incorporated in the state of Delaware on June 24, 2011.

Since inception, we have incurred net losses and negative cash flows from operations. During the year ended December 31, 2018, we incurred a net loss of \$210.8 million and used \$169.1 million of cash in operations. As of December 31, 2018, we had an accumulated deficit of \$476.2 million and we do not expect to experience positive cash flows in the near future. As of December 31, 2018, we had cash, cash equivalents and investments of \$303.9 million. We believe that our existing capital resources will be sufficient to fund our planned operations for at least the next 12 months and through expected regulatory approval of AR101, our lead CODIT™ product candidate, in the United States for AR101. We have financed our operations to date primarily through private placements of our equity securities, public offerings of our common stock, and loan agreements. Our ability to continue to meet our obligations and to achieve our business objectives is dependent upon a number of factors, which include raising additional capital, the successful and timely completion of our clinical trials, our ability to control expenses, obtaining U.S. Food and Drug Administration, or FDA, and European Medicines Agency, or EMA, approval, and generating sufficient revenue in the United States and Europe. Failure to obtain FDA and EMA approval, commercialize our lead product candidate, manage discretionary expenditures, or raise additional financing, as required, may adversely impact our ability to achieve our intended business objectives.

2. Summary of Significant Accounting Policies

Basis of Preparation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States, or U.S. GAAP, and include the accounts of our wholly-owned subsidiaries. All significant intercompany transactions have been eliminated. We operate in one reportable segment in the United States.

Foreign Currency Translation

Our functional currency and the functional currency of all of our subsidiaries is the United States dollar. Accordingly, monetary assets and liabilities in the non-functional currency of these subsidiaries are remeasured using exchange rates in effect at the end of the period. Costs in local currency are remeasured using average exchange rates for the period, except for costs related to those balance sheet items that are remeasured using historical exchange rates. The resulting remeasurement gains and losses are included in the consolidated statements of operations and comprehensive loss as incurred and have not been material for all periods presented.

Use of Estimates

The preparation of the accompanying consolidated financial statements in accordance with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of costs and expenses during the reporting period. We base our estimates and assumptions on historical experience when available and on various factors that we believe to be reasonable under the circumstances. We evaluate our estimates and assumptions on an ongoing basis. Our actual results could differ from these estimates under different assumptions or conditions.

Cash and Cash Equivalents

We consider all highly liquid investments with original maturities of three months or less from the date of purchase to be cash equivalents. Cash equivalents, which are carried at estimated fair value, consist primarily of money market funds and certain available-for-sale investments with maturities of three months or less.

Segment Reporting

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker in making decisions regarding resource allocation and assessing performance. We have one operating segment.

Concentration of Credit Risk

Financial instruments that potentially subject us to a concentration of credit risk consist of cash and cash equivalents and certain investments in money market funds, agency securities, corporate securities, U.S. government securities and commercial paper. Bank deposits are primarily held by a single financial institution and these deposits may exceed insured limits. We are exposed to credit risk in the event of default by the financial institution holding our cash and cash equivalents and issuers of investments that are recorded on our consolidated balance sheets. We mitigate our risk by investing in high-grade instruments and limiting the concentration in any one issuer, which limits our exposure.

Investments

Our investments consist of available-for-sale securities. Investments with original maturities of greater than 90 days but less than one (1) year are classified as short-term on the consolidated balance sheets. Investments with original maturities greater than one (1) year are classified as long-term on the consolidated balance sheets.

Our investments in available-for-sale securities are reported at estimated fair value. Available-for-sale securities consist primarily of agency securities, corporate securities, U.S. government securities and commercial paper. Unrealized gains and losses related to changes in the fair value of securities are recognized in accumulated other comprehensive loss, net of tax, on our consolidated balance sheets. Changes in the fair value of available-for-sale securities impact the consolidated statements of operations and comprehensive loss only when such securities are sold or an other-than-temporary impairment is recognized. Realized gains and losses on the sale of securities are determined by specific identification of each security's cost basis. We regularly review our investment portfolio to determine if any security is other-than-temporarily impaired, which would require us to record an impairment charge in the period any such determination is made. We consider factors such as the duration, severity and the reason for the decline in value, the financial condition of the issuer and any changes thereto, the potential recovery period and our intent to sell. For debt securities, we also consider whether (i) it is more likely than not that we will be required to sell the debt securities before recovery of their amortized cost basis, and (ii) the amortized cost basis cannot be recovered as a result of credit losses. Our assessment on whether a security is other-than-temporarily impaired could change in the future due to new developments or changes in assumptions related to any particular security.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the respective assets. Maintenance and repairs are charged to the consolidated statements of operations and comprehensive loss as incurred. Upon sale or retirement of assets, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss, if any, is reflected in the consolidated statements of operations and comprehensive loss.

The useful lives of property and equipment are as follows:

Computer equipment	3 years
Furniture and office equipment	4 years
Manufacturing equipment	7 years
Buildings	25 years
Leasehold improvements	Shorter of remaining lease terms or useful life

Impairment of Long-Lived Assets

We evaluate our long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows expected to result from the use of the asset and its eventual disposition. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired assets. We have not recorded impairment of any long-lived assets in the periods presented.

Leases

Leases related to our corporate headquarters are classified as operating leases. Rent expense is recognized on a straight-line basis over the terms of the leases and, accordingly, we record the difference between cash rent payments and the recognition of rent expense as a deferred rent liability. Incentives granted under facilities leases are deferred and recognized as adjustments to rental expense on a straight-line basis over the term of the lease.

In June 2015, we signed a lease for a manufacturing facility in Clearwater, Florida. We were considered the deemed owner for accounting purposes. See Note 5, “Commitments and Contingencies,” for further details.

Research and Development

We expense research and development costs as incurred. We record accrued liabilities for estimated costs of research and development activities conducted by third-party service providers, which include the conduct of pre-clinical studies and clinical trials and contract manufacturing activities. These costs are a significant component of our research and development expenses. We accrue for these costs based on factors such as estimates of the work completed and in accordance with agreements established with our third-party service providers under the service agreements. We make significant judgments and estimates in determining the accrued liabilities balance in each reporting period. As actual costs become known, we adjust our accrued liabilities. We have not experienced any material differences between accrued costs and actual costs incurred. However, the status and timing of actual services performed, number of patients enrolled and the rate of patient enrollments may vary from our estimates, resulting in adjustments to expense in future periods. Changes in these estimates that result in material changes to our accruals could materially affect our results of operations.

Stock-Based Compensation

We recognize compensation costs related to stock options granted to employees and directors based on the estimated fair value of the awards on the date of grant, net of estimated forfeitures. We estimate the grant date fair value using the Black-Scholes option-pricing model. The grant date fair value of the stock-based awards is generally recognized on a straight-line basis over the requisite service period, which is generally the vesting period of the respective awards. The fair value of the shares granted pursuant to the 2015 Employee Stock Purchase Plan (the “2015 ESPP”) is expensed over the purchase period, which is generally six months, on a straight-line basis.

In determining the fair value of the stock-based awards used to calculate stock-based compensation expense, we use the Black-Scholes option-pricing model and assumptions discussed below. Each of these inputs is subjective and generally requires judgment to determine.

- *Expected Term.* The expected term of stock-based awards represents the weighted average period the stock-based awards are expected to be outstanding. We have opted to use the simplified method for estimating the expected term as provided by the Securities and Exchange Commission Staff Accounting Bulletin, or SAB, 110 as our stock-based awards are considered “plain vanilla”. The simplified method calculates the expected term as the average time-to-vesting and the contractual life of the options. We plan to continue to use the simplified method under SAB 110 until we have sufficient exercise history as a publicly traded company.
- *Expected Volatility.* As we have limited trading history for our common stock, the expected stock price volatility assumption is determined based on the historical volatilities of a group of industry peers as well as the historical volatility of our own common stock since we began trading subsequent to our IPO in August 2015. Industry peers consist of several public companies in the biopharmaceutical industry with comparable characteristics including enterprise value, risk profiles and position within the industry. We intend to continue to consistently apply this process using the same or similar public companies until a sufficient amount of historical information regarding the volatility of our own common stock share price becomes available, or unless circumstances change such that the identified companies are no longer similar to us, in which case, more suitable companies whose share prices are publicly available would be utilized in the calculation.
- *Risk-Free Interest Rate.* The risk-free interest rate is based on the implied yield available on U.S. Treasury zero-coupon issues in effect at the time of grant for periods corresponding with the expected term of the stock-based award.
- *Expected Dividend Yield.* We have never paid dividends on our common stock and have no plans to pay dividends on our common stock. Therefore, we used an expected dividend yield of zero for all years presented.

Restricted Stock Units, or “RSUs” are measured based on the fair market value of the underlying stock on the date of grant and recognized as expense on a straight-line basis over the employee’s requisite service period (generally the vesting period).

In addition to the Black-Scholes assumptions, we estimate our forfeiture rate based on an analysis of our actual forfeitures and will continue to evaluate the adequacy of the forfeiture rate based on actual forfeiture experience, analysis of employee turnover behavior and other factors. The impact from any forfeiture rate adjustment would be recognized in full in the period of adjustment, and if the actual number of future forfeitures differs from our estimates, we might be required to record adjustments to stock-based compensation in future periods. We will continue to use judgment in evaluating the expected volatility, expected terms and forfeiture rates utilized for our stock-based compensation expense calculations on a prospective basis.

Income Taxes

We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial reporting and the tax bases of reported assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. We must then assess the likelihood that the resulting deferred tax assets will be realized. A valuation allowance is provided when it is more likely than not that some portion or all of a deferred tax asset will not be realized. Due to our lack of earnings history, the net deferred tax assets have been fully offset by a valuation allowance. Tax benefits from uncertain tax positions are recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on technical merits. The amount recognized is measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon effective settlement.

Comprehensive Income or Loss

Comprehensive income or loss is defined as the change in equity during a period from transactions and other events, excluding changes resulting from investments from owners and distributions to owners. Other comprehensive loss includes net loss and unrealized gains and losses on available-for-sale investments.

Net Loss per Share

The following common stock equivalents were excluded from the computation of diluted net loss per share for the periods presented because their inclusion would have been antidilutive:

	Year Ended December 31,		
	2018	2017	2016
Stock options	7,133,113	6,629,111	5,429,267
Restricted stock units	309,847	16,638	17,000

Fair Value Measurements

We define fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

Our valuation techniques are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect our market assumptions. We classify these inputs into the following hierarchy:

Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;

Level 2—Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3—Unobservable inputs that are significant to the measurement of the fair value of the assets or liabilities that are supported by little or no market data.

Financial instruments include cash equivalents, investments, accounts payable, and accrued liabilities. Our cash equivalents and investments are carried at estimated fair value and remeasured on a recurring basis. The carrying value of accounts payable and accrued liabilities approximate their estimated fair value due to the relatively short-term nature of these instruments. Our valuation techniques used to measure the fair value of money market funds were derived from quoted prices in active markets for identical assets. The valuation techniques used to measure the fair value of investments, all of which have counterparties with high credit ratings, were valued based on quoted market prices or model-driven valuations using significant inputs derived from or corroborated by observable market data.

In accordance with fair value accounting requirements, companies may choose to measure eligible financial instruments and certain other items at fair value. We have not elected the fair value option for any eligible financial instruments.

Recently Adopted Accounting Pronouncements

In May 2017, the Financial Accounting Standards Board, or FASB, issued Accounting Standards Update, or ASU, 2017-09, *Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting*, which provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The guidance establishes that an entity should account for the effects of a modification to the terms or conditions of a share-based payment award, unless all three of the following conditions are met: (a) the fair value of the modified award is the same as the fair value of the original award immediately before the modification, (b) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the modification, and (c) the classification of the modified award as an equity instrument or a liability instrument is the same as the classifications of the original award immediately before the original award was modified. We adopted ASU 2017-09 in the first quarter of 2018. There was no impact to our consolidated financial statements as a result of adopting this standard.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows – Restricted Cash (Topic 230)*, which establishes that the statement of cash flows show the changes in cash, cash equivalents and amounts generally described as restricted cash. As a result, entities will no longer have to determine how to classify transfers to and from restricted cash within the statement of cash flows. An entity will be required to reconcile the total cash, cash equivalents and amounts generally described as restricted cash on the statement of cash flows to the amounts in the balance sheet and disclose the nature of any restrictions on its cash, cash equivalents or amounts generally described as restricted cash. We adopted ASU 2016-18 in the first quarter of 2018. There was no impact to our consolidated financial statements as a result of adopting this standard.

In October 2016, the FASB, issued ASU, 2016-16, *Income Taxes (Topic 740): Intra-Entity Transfers Other Than Inventory*, which requires companies to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory. We adopted ASU 2016-16 in the first quarter of 2018. There was no impact to our consolidated financial statements as a result of adopting this standard.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which makes eight targeted changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. We adopted ASU 2016-15 in the first quarter of 2018. There was no impact to our consolidated financial statements as a result of adopting this standard.

Recently Issued Accounting Pronouncements Not Yet Adopted

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement: Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*, which adds and modifies certain disclosure requirements for fair value measurements. Under the new guidance, entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, or valuation processes for Level 3 fair value measurements. However, public companies will be required to disclose the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and related changes in unrealized gains and losses included in other comprehensive income. ASU 2018-13 is effective for fiscal periods beginning after December 15, 2019, with early adoption permitted. We are currently evaluating the impact that the adoption of ASU 2018-13 will have on our consolidated financial statements and related disclosures.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which requires measurement and recognition of expected credit losses for financial assets held. ASU 2016-13 modifies the other-than-temporary impairment model for available-for-sale debt securities and requires an estimate of expected credit losses when the fair value is below the amortized cost of the asset. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the impact that the adoption of ASU 2016-13 will have on our consolidated financial statements and related disclosures.

In February 2016, the FASB, issued ASU 2016-02, *Leases (Topic 842)*, which requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases.

We will adopt the standard effective in the first quarter of 2019 and will not restate comparative periods upon adoption. We will elect a package of practical expedients for leases that commenced prior to January 1, 2019 and will not reassess: (i) whether any expired or existing contracts are or contain leases; (ii) lease classification for any expired or existing leases; and (iii) initial direct costs capitalization for any existing leases. We will make an accounting policy election to keep leases with an initial term of 12 months or less off of the balance sheet. We will recognize those lease payments in the consolidated statements of operations on a straight-line basis over the lease term.

We currently expect that our operating lease commitments will be subject to the new standard and recognized as operating lease liabilities and right-of-use assets upon our adoption of Topic 842, which will increase the total assets and total liabilities that we report relative to such amounts prior to adoption. We estimate adoption of the standard will result in the recognition of right of use assets and additional net lease liabilities of approximately \$12.0 million, respectively. Refer to Note 5 for further information on our operating lease commitments. We plan to adopt Topic 842 using the alternative modified retrospective approach with the cumulative effect of adoption recognized to retained earnings on January 1, 2019. We do not believe the new standard will have a material impact on our consolidated statements of operations, nor will it have a notable impact on our liquidity. The standard will also have no impact on our debt-covenant compliance under our current agreements.

3. Available-for-Sale Securities and Fair Value Measurements

The following table sets forth our financial instruments that were measured at fair value on a recurring basis by level within the fair value hierarchy (in thousands):

	December 31, 2018			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents:				
Cash and money market funds	\$ 107,511	\$ —	\$ —	\$ 107,511
Total cash and cash equivalents	\$ 107,511	\$ —	\$ —	\$ 107,511
Investments:				
Agency securities	—	17,352	—	17,352
Corporate securities	—	54,474	—	54,474
Commercial paper	—	5,965	—	5,965
US government securities	—	118,630	—	118,630
Total investments	\$ —	\$ 196,421	\$ —	\$ 196,421
	December 31, 2017			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents:				
Cash and money market funds	\$ 39,072	\$ —	\$ —	\$ 39,072
Corporate securities	—	999	—	999
Commercial paper	—	33,416	—	33,416
Total cash and cash equivalents	\$ 39,072	\$ 34,415	\$ —	\$ 73,487
Investments:				
Agency securities	—	12,718	—	12,718
Corporate securities	—	28,345	—	28,345
Commercial paper	—	21,432	—	21,432
US government securities	—	46,448	—	46,448
Total investments	\$ —	\$ 108,943	\$ —	\$ 108,943

Our valuation techniques used to measure the fair value of money market funds were derived from quoted prices in active markets for identical assets. The valuation techniques used to measure the fair value of investments, all of which have counterparties with high credit ratings, were valued based on quoted market prices or model-driven valuations using significant inputs derived from or corroborated by observable market data. Investments are carried at fair value. During the years ended December 31, 2018 and 2017, there were no transfers between Level 1 and Level 2 of the fair value hierarchy.

Available-for-sale investments are carried at fair value and are included in the tables above. The aggregate market value, cost basis, and gross unrealized gains and losses of available-for-sale investments by security type, classified in cash equivalents and investments, as of December 31, 2018 and December 31, 2017 are as follows (in thousands):

	December 31, 2018			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Total fair value
Agency securities	\$ 17,361	\$ -	\$ (9)	\$ 17,352
Corporate securities	54,536	—	(62)	54,474
Commercial paper	5,965	—	—	5,965
US government securities	118,667	14	(51)	118,630
Total available-for-sale investments	<u>\$ 196,529</u>	<u>\$ 14</u>	<u>\$ (122)</u>	<u>\$ 196,421</u>

	December 31, 2017			
	Amortized Cost	Gross unrealized gains	Gross unrealized losses	Total fair value
Agency securities	\$ 12,729	\$ -	\$ (11)	\$ 12,718
Corporate securities	29,369	1	(26)	29,344
Commercial paper	54,848	—	—	54,848
US government securities	46,520	—	(72)	46,448
Total available-for-sale investments	<u>\$ 143,466</u>	<u>\$ 1</u>	<u>\$ (109)</u>	<u>\$ 143,358</u>

At December 31, 2018, all of the available-for-sale securities have contractual maturities within one year. We periodically review our available-for-sale investments for other-than-temporary impairment loss. We consider factors such as the duration, severity and the reason for the decline in value, the potential recovery period and our intent to sell. For debt securities, we also consider whether (i) it is more likely than not that we will be required to sell the debt securities before recovery of their amortized cost basis, and (ii) the amortized cost basis cannot be recovered as a result of credit losses. During the years ended December 31, 2018, 2017, and 2016 we did not recognize any other-than-temporary impairment losses. All marketable securities with unrealized losses have been in a loss position for less than twelve months.

4. Balance Sheet Components

Property and Equipment, Net

Property and equipment, net consists of the following (in thousands):

	Year Ended December 31,	
	2018	2017
Furniture and office equipment	\$ 2,221	\$ 1,655
Computer equipment	2,073	1,410
Manufacturing equipment	1,733	830
Leased equipment	100	100
Leasehold improvements	4,469	2,685
Buildings	688	688
Construction in progress	18,295	11,490
Property and equipment, gross	29,579	18,858
Less: accumulated depreciation	(3,251)	(1,653)
Property and equipment, net	<u>\$ 26,328</u>	<u>\$ 17,205</u>

Depreciation expense for the years ended December 31, 2018, 2017 and 2016 was \$1.6 million, \$1.0 million and \$0.5 million, respectively.

Accrued Liabilities

Accrued liabilities consist of the following (in thousands):

	Year Ended December 31,	
	2018	2017
Compensation and benefits	\$ 8,912	\$ 6,205
Research and development	15,504	12,716
Professional and consulting	4,691	2,370
Other	37	187
Total accrued liabilities	<u>\$ 29,144</u>	<u>\$ 21,478</u>

5. Commitments and Contingencies

Facility Leases

In 2015, we entered into lease agreements for our corporate headquarters in Brisbane, California for 38,020 square feet of office space. In June 2017, we entered into a second lease amendment, under which we leased an additional 14,841 square feet of office space. The term for the additional space commenced on January 1, 2018 and terminates on June 30, 2024. Additionally, the term of the existing office space has been extended so that it is coterminous with the new space. We are responsible for operating expenses over base operating expenses as defined in the original lease agreement.

In June 2015, we signed a facility lease for a manufacturing facility for approximately 20,000 square feet of manufacturing space in Clearwater, Florida. The initial term of the lease is for 120 months. For accounting purposes, due to the nature and extent of our involvement with the construction of this manufacturing facility, we were considered to be the owner of the assets during the construction period through the lease commencement date, even though the lessor is responsible for funding and repairing components of the building shell and constructing a portion of the related building infrastructure. We capitalized \$0.7 million for costs incurred by the lessor in constructing the building shell and recognized a corresponding amount included within other liabilities. Construction to this building commenced in July 2015 and as of December 31, 2018, we have incurred approximately \$24.5 million of construction and equipment costs related to the building, of which \$17.8 million is recorded in construction in progress. We are responsible for operating expenses including real estate taxes as defined in the manufacturing facility lease agreement.

In September 2018, we entered into a lease for office space in Durham, North Carolina for 5,099 square feet of office space. The lease is expected to expire in February 2024.

In November 2018, we entered into a lease for part of a floor of office space in London, United Kingdom. The lease is expected to expire in November 2023. As a part of the lease, we have a contractual requirement to remove the tenant improvements and restore the leased office space to a condition as specified in the lease agreement.

Total future aggregate minimum lease payments under our operating leases, are as follows (in thousands):

	Year Ended December 31,	
2019	\$	3,133
2020		3,330
2021		3,413
2022		3,497
2023		3,378
and thereafter		1,744
Total	<u>\$</u>	<u>18,495</u>

Rent expense under operating leases for the years ended December 31, 2018, 2017 and 2016 was \$3.8 million, \$2.4 million and \$1.7 million, respectively.

Capital Lease

In July 2016, we entered into a five year capital lease agreement for certain equipment in our Florida manufacturing facility. The current portion of the capital lease obligation is included in Other Current Liabilities and the noncurrent portion is included in Other Liabilities.

The following is a schedule of future minimum lease payments due under the capital lease obligation as of December 31, 2018 (in thousands):

Year Ended December 31,	
2019.....	\$ 33
2020.....	34
2021.....	35
2022.....	9
2023.....	—
Total capital lease obligation.....	<u>111</u>
Less: amount representing interest.....	<u>(33)</u>
Present value of net minimum capital lease payments.....	78
Less: current portion.....	<u>(17)</u>
Total noncurrent capital lease obligation.....	<u><u>\$ 61</u></u>

Asset Retirement Obligation

We recognized the estimated fair value of our asset retirement obligation related to our office space in London, United Kingdom in long-term liabilities in November 2018. The fair value of the asset retirement obligation is also capitalized as construction in progress. The fair value of the asset retirement obligation was estimated by discounting projected cash flows over the estimated life of the related assets using our credit adjusted risk-free rate. Our asset retirement obligation consists of a contractual requirement to remove the tenant improvements at our office space in London, United Kingdom and restore the lease office space to a condition as specified in the lease agreement.

The following is the activity for our asset retirement obligation included in long-term liabilities (in thousands):

Balance as of December 31, 2017.....	\$ —
Liabilities incurred during the year.....	<u>88</u>
Balance as of December 31, 2018.....	<u><u>\$ 88</u></u>

Purchase Commitments

We purchase standard food-grade peanut flour from Golden Peanut Company, or GPC, pursuant to a long-term exclusive commercial supply agreement, which was expanded and extended in January 2018. GPC is not allowed to sell several peanut flour products to any third party worldwide for use in OIT for the treatment or cure of peanut allergy, provided that we are in compliance with our exclusive purchase obligation and meet specified annual purchase commitments. The restated agreement remains in effect until ten years after the first delivery to us of peanut flour for commercial use and includes an option for us to extend the term for an additional five years. In connection with the expansion and extension of the agreement, we issued Archer Daniels Midland Company 300,000 shares of our common stock, vesting over a 3.5 year period. Subject to certain exceptions, in the event that the price per share of our common stock were to fall below a specified level, the restated agreement provides that GPC would only be prohibited from selling one peanut flour product to any third party in the United States, Mexico, Canada, the European Union or Japan for use in OIT for the treatment or cure of peanut allergy.

Pursuant with the restated agreement, our purchase obligation commences with the first delivery of peanut flour for commercial use, which we currently anticipate will not occur prior to 2019. Assuming that our first delivery for commercial use occurs in 2019, which is not assured, the aggregate purchase commitment under this agreement would be \$3.3 million over a term of ten years.

In December 2018, we entered into an exclusive supply agreement for egg protein with Michael Foods, Inc. Pursuant to the agreement, we have exclusive access to the clinical and commercial use of Michael Foods' egg products for any egg allergy treatment, prevention or cure for a period of up to 15 years beyond the potential approval of AR201.

Indemnifications

We indemnify each of our officers and directors for certain events or occurrences, subject to certain limits, while the officer or director is or was serving at the Company's request in such capacity, as permitted under Delaware law and in accordance with our certificate of incorporation and bylaws. The term of the indemnification period lasts as long as an officer or a director may be subject to any proceeding arising out of acts or omissions of such officer or director in such capacity. The maximum amount of potential future indemnification is unlimited; however, we currently hold directors' and officers' liability insurance. This insurance allows the transfer of risk associated with our exposure and may enable us to recover a portion of any future amounts paid. We believe that the fair value of these indemnification obligations is minimal. Accordingly, we have not recognized any liabilities relating to these obligations for any period.

Legal

We are currently not a party to any material legal proceedings. During the normal course of business, we may be a party to legal claims that may not be covered by insurance. We do not believe that any such claims would have a material impact on our consolidated financial statements.

6. Stockholders' Equity

Convertible Preferred Stock

As of December 31, 2018 and 2017, we had authorized 10,000,000 shares of convertible preferred stock, and no shares of convertible preferred stock were issued and outstanding.

Common Stock

On November 23, 2016, we issued and sold 7,522,084 shares of our common stock, par value \$0.0001 per share, for an aggregate cash purchase price of \$145.0 million, pursuant to the Purchase Agreement, dated November 2, 2016, by and between us and Nestle Health Science. In connection with the closing of the Equity Investment, we and Nestle Health Science entered into a Registration Rights Agreement and a Standstill Agreement.

Under the terms of the Registration Rights Agreement, upon the written request of Nestle Health Science, we shall prepare and file with the Securities and Exchange Commission, or the Commission, a registration statement covering the resale of all the shares sold to Nestle Health Science that are not then registered on an existing and effective registration statement for an offering to be made on a continuous basis pursuant Commission Rule 415. Additionally, we shall use commercially reasonable efforts to cause such registration statement filed under the Registration Rights Agreement to be declared effective under the Securities Act of 1933, as amended, within certain defined time limits and to keep such registration statement continuously effective for a period of potentially three years from the original effect date of such registration statement.

Under the terms of the Standstill Agreement, Nestle Health Science is prohibited from entering into transactions with the shares purchased in the Equity Investment, as well as to enter into any transactions with any of our assets, without prior written consent of a majority of the members of our board of directors until the later of the end of the term of the Collaboration Agreement and November 23, 2018.

In November 2018, we entered into an extension of the strategic collaboration on similar terms and issued and sold an additional 3,237,529 shares of our common stock in a private placement at a price of \$30.27 per share for aggregate proceeds of \$98.0 million, increasing Nestlé Health Science's ownership of Aimmune to approximately 19%. The transaction documents include the extension of the registration rights, standstill rights and market standoff provisions. We are not subject to any partnership, collaboration, or negotiation restrictions under the extension agreements. In addition, we retain all rights to our current and future pipeline assets.

In February and March 2018, we issued and sold an aggregate of 6,325,000 shares of our common stock in an underwritten public offering at a price to the public of \$32.00 per share, including the closing of the full exercise of the underwriters' option to purchase an additional 825,000 shares of common stock, for proceeds of \$190.4 million, net of underwriting discounts and commissions and offering expenses.

We issued Archer Daniels Midland Company 300,000 shares of restricted common stock, vesting in four tranches over a 3.5-year period. Refer to Note 5 for further information.

7. Stock-Based Awards

Equity Plans

In July 2015, we adopted the 2015 Stock Plan, or the 2015 Plan. Under the 2015 Plan, 4,681,544 shares of our common stock were initially reserved for the issuance of stock options and restricted stock to employees, directors, and consultants under terms and provisions established by the Board of Directors, or the Board, and approved by our stockholders. As of December 31, 2018 and December 31, 2017 there were 4,364,963 and 4,313,423 and shares available for future grant, respectively.

Under the terms of the 2015 Plan, options may be granted at an exercise price not less than fair market value. For employees holding more than 10% of the voting rights of all classes of stock, the exercise prices for incentive stock options may not be less than 110% of fair market value, as determined by the Board. The terms of options granted under the 2015 Plan may not exceed ten years. All options issued to date have had a ten-year life. To date, options granted generally vest in three ways: 1) over four years at a rate of 25% upon the first anniversary of the issuance date and 1/48th per month thereafter, 2) over two years at a rate of 1/24th per month, or 3) over four years at a rate of 1/48th per month. The 2015 Plan contains certain change of control provisions and the employment offer letters of certain employees provide for varied acceleration of vesting in the event of a change of control and/or termination without cause. It also contains a net exercise provision and allows for cashless exercise upon the class of shares subject to the option becoming publicly traded in an established securities market.

In August 2015, we adopted the 2015 ESPP, which commenced on January 1, 2018. Under the 2015 ESPP our employees may purchase common stock through payroll deductions at a price equal to 85% of the lower of the fair market value of the stock at the beginning of the offering period or at the end of each applicable purchase period. The 2015 ESPP generally provides for offering periods of six months in duration with purchase periods ending on either May 15 or November 15. Contributions under the 2015 ESPP are limited to a maximum of 15% of an employee's eligible compensation. ESPP purchases are settled with common stock from the ESPP's previously authorized and available pool of shares. We issued 41,030 shares at a weighted average price of \$25.28 per share during the year ended December 31, 2018. As of December 31, 2018, 1,784,363 shares under the ESPP remain available for purchase.

Our 2013 Stock Plan, or the 2013 Plan, which was originally adopted during January 2013, was terminated upon consummation of our IPO in August 2015. As a terminated plan, no further options can be granted from the 2013 Plan, and no further shares are reserved for issuance under the 2013 Plan.

Prior to its termination, the 2013 Plan allowed employees to exercise a stock option in exchange for cash before the requisite service is provided (e.g., before the award is vested under its original terms); however, such arrangements permit us to subsequently repurchase such shares at the exercise price if the vesting conditions are not satisfied. Such an exercise is not substantive for accounting purposes. Therefore, the payment received by us for the exercise price is recognized as an early exercise liability on the consolidated balance sheets and will be transferred to common stock and additional paid-in capital as such shares vest. As of December 31, 2018 and December 31, 2017, 0 and 46,973 unvested shares were legally issued and outstanding, respectively. In connection with these unvested shares, we have recorded an early exercise liability as of December 31, 2018 and 2017 of \$0 and \$7,000, respectively, of which \$0 and \$7,000 is included in other current liabilities as of December 31, 2018 and 2017, respectively, with the remaining was included in other liabilities in the consolidated balance sheets. These shares are excluded from basic and diluted net loss per share until our repurchase right lapses and the shares are no longer subject to the repurchase feature.

Activity under the 2015 Plan and 2013 Plan related to options is set forth below:

	Options Outstanding			
	Number of Options and Unvested Shares	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Life (In years)	Aggregate Intrinsic Value (In thousands)
Balance, December 31, 2017	6,629,111	\$ 14.15	8.2	\$ 156,900
Options granted	2,417,500	\$ 31.21		
Options exercised and shares vested	(1,190,721)	\$ 8.14		
Options cancelled	(722,777)	\$ 22.64		
Balance, December 31, 2018	7,133,113	\$ 20.08	7.6	\$ 27,413
Options vested and expected to vest as of December 31, 2018	6,765,252	\$ 19.70	7.6	\$ 28,518
Options exercisable as of December 31, 2018.....	3,461,490	\$ 13.92	7.8	\$ 34,599

The aggregate intrinsic values of options outstanding, exercisable, and vested and expected to vest were calculated as the difference between the exercise price of the options and the market price for shares of our common stock as of December 31, 2018. The 2013 Plan provided for early exercise, therefore, all of the outstanding stock options issued under that plan are exercisable. The total intrinsic value of options exercised during the year ended December 31, 2018 was \$9.7 million.

Restricted stock unit, or RSU, activity under the 2015 Plan is set forth below:

	Shares	Weighted Average Grant Date Fair Value
Unvested Balance, December 31, 2017	16,638	\$ 35.41
Awarded	346,962	33.44
Released	(4,160)	39.55
Forfeited	(49,593)	35.45
Unvested Balance, December 31, 2018	<u>309,847</u>	<u>\$ 33.37</u>

Fair Value of Equity Awards

The weighted-average assumptions used to estimate the fair value of stock options using the Black-Scholes option valuation model and the resulting weighted average grant date fair value of stock options granted were as follows:

	Year Ended December 31,		
	2018	2017	2016
Expected volatility	67.8%	73.1%	74.5%
Risk-free interest rate	2.5%	2.0%	1.7%
Expected dividend yield	—	—	—
Expected term (in years)	6.0	6.0	6.0
Weighted average grant date fair value	\$ 19.53	\$ 13.70	\$ 10.53

The weighted-average assumptions used to estimate the fair value of ESPP using the Black-Scholes option valuation model were as follows:

	Year Ended December 31,		
	2018	2017	2016
Expected volatility	50.2%	—	—
Risk-free interest rate	2.0%	—	—
Expected dividend yield	—	—	—
Expected term (in years)	0.8	—	—
Weighted average fair value	\$ 11.06	—	—

Stock-Based Compensation Expense

Stock-based compensation expense, net of estimated forfeitures, is reflected in the consolidated statements of operations and comprehensive loss (in thousands) as summarized below:

	Year Ended December 31,		
	2018	2017	2016
Research and development	\$ 9,945	\$ 5,077	\$ 4,838
General and administrative	22,787	11,642	7,803
Total stock-based compensation expense	<u>\$ 32,732</u>	<u>\$ 16,719</u>	<u>\$ 12,641</u>

The fair value of options granted is expensed over the vesting period of the options, which is either four years or two years, on a straight-line basis as the services are being provided. No tax benefits were realized from options during the periods.

During the years ended December 31, 2018, 2017 and 2016, we recorded \$3.3 million, \$0.4 million and \$0.9 million of stock compensation expense related to the acceleration of certain former executives' stock options, respectively.

As of December 31, 2018, total unrecognized stock-based compensation expense and expected period over which such compensation will be recognized are as follows (\$ in thousands):

	<u>As of December 31,</u>	
	<u>2018</u>	
Stock-options		
Unrecognized stock compensation expense	\$	52,164
Weighted-average remaining vesting period (years)		2.5
RSU		
Unrecognized stock compensation expense	\$	6,820
Weighted-average remaining vesting period (years)		3.0
ESPP		
Unrecognized stock compensation expense	\$	320
Weighted-average remaining vesting period (years)		0.5

8. Income Taxes

The following table presents loss before provision for income taxes (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Income/(loss) before income taxes			
Domestic	\$ (176,085)	\$ (100,107)	\$ (66,210)
Foreign	(34,606)	(31,162)	(14,614)
Total loss before provision for income taxes	<u>\$ (210,691)</u>	<u>\$ (131,269)</u>	<u>\$ (80,824)</u>

The federal, state and foreign income tax provisions for the years ended December 31, 2018, 2017 and 2016 are summarized as follows (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Current			
Federal	\$ —	\$ —	\$ —
State	—	—	—
Foreign	61	56	—
Total Current	61	56	—
Deferred			
Federal	—	—	—
State	—	—	—
Foreign	—	—	—
Total Deferred	—	—	—
Total provision for income taxes	<u>\$ 61</u>	<u>\$ 56</u>	<u>\$ —</u>

Income tax expense for the years ended December 31, 2018, 2017 and 2016 differed from the amount expected by applying the statutory federal tax rate to the loss before taxes as summarized below (in thousands):

	Year Ended December 31,		
	2018	2017	2016
Federal tax benefit at statutory rate	21.00%	34.00%	34.00%
State tax benefit, net of federal benefit	0.82%	0.54%	0.39%
Stock compensation	(0.30)%	1.72%	(1.75)%
Change in valuation allowance	(19.29)%	(9.31)%	(27.45)%
Research and development credits	1.65%	1.70%	2.53%
Foreign income taxed at different rates	(3.48)%	(8.11)%	(6.13)%
Impact related to 2017 Tax Act	0.00%	(20.46)%	0.00%
Other	(0.43)%	(0.12)%	(1.59)%
Income tax expense	<u>(0.03)%</u>	<u>(0.04)%</u>	<u>0.00%</u>

The significant components of our deferred taxes are as follows (in thousands):

	Year Ended December 31,	
	2018	2017
Deferred tax assets (liabilities):		
Net operating loss carryforwards	\$ 70,831	\$ 38,626
Start-up costs	683	740
Stock-based compensation	6,387	3,115
Tax credit carryforwards	11,693	6,353
Accruals	1,765	1,153
Other	482	35
Subtotal deferred tax assets	<u>91,841</u>	<u>50,022</u>
Less: valuation allowance	<u>(91,520)</u>	<u>(49,934)</u>
Total deferred tax assets	321	88
Basis differences in fixed assets	(321)	(88)
Net deferred income taxes	<u>\$ —</u>	<u>\$ —</u>

We recognize deferred income taxes for temporary differences between the basis of assets and liabilities for financial statement and income tax purposes. We periodically evaluate the positive and negative evidence bearing upon realizability of our deferred tax assets. Based upon the weight of available evidence, which includes our historical operating performance, reported cumulative net losses since inception and difficulty in accurately forecasting our future results, we maintained a full valuation allowance on the net deferred tax assets as of December 31, 2018 and 2017. We intend to maintain a full valuation allowance on the federal, foreign and state deferred tax assets until sufficient positive evidence exists to support reversal of the valuation allowance. The net change in the valuation allowance for the years ended December 31, 2018 and December 31, 2017 was an increase of \$41.6 million and \$13.5 million, respectively.

As of December 31, 2018, we had net operating loss, or NOL, carryforwards for Federal, California and other state income tax purposes of \$326.4 million, \$12.0 million, and \$30.2 million, respectively. As of December 31, 2017, we had NOL carryforwards for Federal, California and other state income tax purposes of \$177.9 million, \$12.0 million, and \$13.7 million, respectively, which will begin to expire in 2031, 2031, and 2030, respectively, if not utilized.

As of December 31, 2018, we had Federal and California research credit carryforwards of \$12.1 million and \$3.1 million, respectively. As of December 31, 2017, we had Federal and California research credit carryforward of approximately \$6.7 million and \$1.6 million, respectively. The Federal research credits will begin to expire in 2031, while the California research credits have no expiration date.

Under Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, if a corporation undergoes an “ownership change,” generally defined as a greater than 50 percentage point change (by value) in its equity ownership over a rolling three-year period, the corporation’s ability to use its pre-change net operating loss, or NOL, carryforwards to offset its post-change taxable income may be limited. Limitations may also apply to the utilization of other pre-change tax attributes as a result of an ownership change.

Following the equity investment by Nestle Health Science in November 2016, we performed a Section 382 analysis and determined that we experienced multiple ownership changes under Section 382 of the Code prior to July 31, 2017. Utilization of the NOL and tax credit carryforwards are subject to a substantial annual limitation due to the ownership change limitations set forth in Internal Revenue Code Section 382 and similar state provisions. Such annual limitations could impact the utilization of NOL and tax credit carryforwards in the future. We experienced no significant permanent losses of tax attributes due to these ownership changes.

In addition, we may experience more ownership changes under Section 382 of the Code as a result of future changes in our stock ownership, some of which may be outside our control. As a result, our ability to utilize NOL carryforwards or other tax attributes, such as research tax credits, in any taxable year may be further limited if we have experienced an ownership change.

Tax benefits from uncertain tax positions are recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on technical merits. The amount recognized is measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon effective settlement.

The following table summarizes the activity related to our unrecognized benefits (in thousands):

	Year Ended December 31,	
	2018	2017
Beginning balance - unrecognized tax benefit, gross.....	\$ 1,657	\$ 960
Increases related to tax positions taken during a prior year.....	—	—
Decreases related to a tax position taken during a prior year	—	(2)
Increases related to tax positions taken during the current year	1,398	699
Decreases related to settlements with taxing authorities	—	—
Decreases related to expiration of statute of limitations.....	—	—
Ending balance - unrecognized tax benefits, gross	<u>\$ 3,055</u>	<u>\$ 1,657</u>

At December 31, 2018, the unrecognized tax benefits for uncertain tax positions were offset against the deferred tax assets and would not affect the income tax rate if recognized due to our being in a valuation allowance position. Our policy is to include interest and penalties related to unrecognized tax benefits, if any, within the provision for taxes in the consolidated statements of operations. We did not accrue any interest or penalties for the years ended December 31, 2018 and 2017. We do not have any tax positions for which it is reasonably possible that the total amount of gross unrecognized tax benefits will significantly change within 12 months of December 31, 2018.

We file federal, state and foreign income tax returns in jurisdictions with varying statutes of limitations. Due to our NOL carryforwards, our income tax returns remain subject to examination by federal and most state taxing authorities for all tax years.

9. Defined Contribution Plan

We sponsor a 401(k) Plan, or the 401(k) Plan, which stipulates that eligible employees may contribute to the 401(k) Plan subject to certain limitations. We may match employee contributions in amounts to be determined at our sole discretion. Commencing in 2018, we began a discretionary matching of employee contributions up to a maximum match of \$2,000 in any calendar year. We incurred total expenses of \$0.2 million for the year ended December 31, 2018.

10. Related Party Transactions

In June 2017, Mark McDade, a member of our Board of Directors, joined the Board of Directors of MyHealthTeams, a private company that creates social networks for people living with chronic conditions by partnering with pharmaceutical and healthcare companies. We entered into an agreement with MyHealthTeams in 2015 under which they provide services to us. During the years ended December 31, 2018, 2017 and 2016, there were payments of \$0.1 million, \$0.2 million and less than \$0.2 million, respectively, to MyHealthTeams pursuant to such agreement. At December 31, 2018 and 2017, there was \$0.1 million and \$0 accrued liabilities due under the MyHealthTeams agreement.

In February and March 2018, we issued and sold an aggregate of 6,325,000 shares of our common stock in an underwritten public offering at a price to the public of \$32.00 per share for total net proceeds of \$190.4 million.

The following aggregate number of shares of common stock were sold to our owners of more than 5% of our common stock, directors, or executive officers during the underwritten public offering:

	Number of Shares of Common Stock (#)	Aggregate Purchase Price (\$)
Owners of More Than 5% of Our Common Stock		
Nestlé Health Science US Holdings, Inc.....	937,500	30,000,000
Board of Directors		
Patrick G. Enright.....	15,593	498,976
Kathryn E. Falberg	30,000	960,000
Mark T. Iwicki.....	9,375	300,000
Officers		
Eric H. Bjerkholt	3,125	100,000

11. Selected Quarterly Results of Operations (Unaudited)

The following table presents our unaudited quarterly financial data. Our quarterly results of operations for these periods are not necessarily indicative of our future results of operations.

	Quarter Ended			
	March 31	June 30	September 30	December 31
2018	(In thousands, except per share data)			
Operating expenses:				
Research and development.....	\$ 33,446	\$ 35,254	\$ 31,691	\$ 33,029
General and administrative	16,673	18,559	21,285	25,404
Total operating expenses	50,119	53,813	52,976	58,433
Loss from operations	(50,119)	(53,813)	(52,976)	(58,433)
Interest income, net	636	1,294	1,303	1,417
Loss before provision for income taxes	(49,483)	(52,519)	(51,673)	(57,016)
Provision (benefit) for income taxes	17	33	29	(18)
Net loss	<u>\$(49,500)</u>	<u>\$(52,552)</u>	<u>\$(51,702)</u>	<u>\$(56,998)</u>
Net loss per common share, basic and diluted	\$ (0.92)	\$ (0.91)	\$ (0.89)	\$ (0.95)

	Quarter Ended			
	March 31	June 30	September 30	December 31
2017	(In thousands, except per share data)			
Operating expenses:				
Research and development.....	\$ 17,417	\$ 22,191	\$ 21,063	\$ 28,654
General and administrative	8,924	10,813	11,226	12,986
Total operating expenses	26,341	33,004	32,289	41,640
Loss from operations	(26,341)	(33,004)	(32,289)	(41,640)
Interest income, net	471	507	497	530
Loss before provision for income taxes	(25,870)	(32,497)	(31,792)	(41,110)
Provision for income taxes	—	—	—	56
Net loss	<u>\$(25,870)</u>	<u>\$(32,497)</u>	<u>\$(31,792)</u>	<u>\$(41,166)</u>
Net loss per common share, basic and diluted	\$ (0.52)	\$ (0.65)	\$ (0.63)	\$ (0.81)

12. Subsequent Event

In January 2019, we entered into a loan agreement with an affiliate of KKR for up to \$170.0 million in three tranches. Of the total loan amount, \$40.0 million was funded upon closing of the transaction, with \$85.0 million to be funded upon FDA approval of AR101 and satisfaction of other customary borrowing conditions, and \$45.0 million to be made available at our option in 2020 upon the satisfaction of certain borrowing conditions. The loan can be prepaid at our discretion, at any time, subject to prepayment fees. The weighted-average interest rate will be calculated based on the daily cost of borrowing, reflecting the relevant adjusted London Interbank Offered Rate or Alternate Base Rate plus the applicable margin. We have the option to elect to make interest payments from available funds or make interest payments in kind by capitalizing such interest amounts on the applicable interest payment date by adding the amounts to the outstanding principal amount of the loan. Any capitalized amounts shall thereafter bear interest. The Company has selected to pay in kind and have the interest capitalized for the fiscal quarter ending March 31, 2019.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures.

As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2018. Based on the evaluation of our disclosure controls and procedures, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2018, our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act). Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- Pertain to the maintenance of records that accurately and fairly reflect in reasonable detail the transactions and dispositions of the assets of our company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- Provide reasonable assurances regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material adverse effect on our financial statements.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2018 based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO 2013. Based on our evaluation under the criteria set forth in Internal Control - Integrated Framework issued by the COSO, our management concluded our internal control over financial reporting was effective as of December 31, 2018.

The effectiveness of our internal control over financial reporting as of December 31, 2018 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its attestation report included in this Annual Report on Form 10-K.

Changes in Internal Control over Financial Reporting.

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2018 identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Internal control over financial reporting may not prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Also, projections of any evaluation of effectiveness of internal control to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Accordingly, our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information required by this Item is incorporated herein by reference to the sections titled “Executive Officers,” “Election of Directors,” “Corporate Governance” and “Section 16(a) Beneficial Ownership and Reporting Compliance” in our Definitive Proxy Statement with respect to our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 11. Executive Compensation.

Information required by this Item is incorporated herein by reference to the section titled “Executive Compensation,” “Director Compensation” and “Corporate Governance” in our Definitive Proxy Statement with respect to our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information required by this Item is incorporated herein by reference to the section titled “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in our Definitive Proxy Statement with respect to our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information required by this Item is incorporated herein by reference to the section titled “Certain Relationships and Related Party Transactions” and “Corporate Governance” in our Definitive Proxy Statement with respect to our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 14. Principal Accountant Fees and Services.

Information required by this Item is incorporated herein by reference to the section titled “Ratification of Selection of Independent Registered Public Accounting Firm” in our Definitive Proxy Statement with respect to our 2019 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Financial Statements

See Index to Financial Statements at Item 8 herein.

2. Financial Statement Schedules

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. Exhibits

Exhibit Index

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		Filed Herewith
			Date	Number	
3.1	Amended and Restated Certificate of Incorporation of Aimmune Therapeutics, Inc.	8-K	8/11/2015	3.1	
3.2	Amended and Restated Bylaws of Aimmune Therapeutics, Inc.	8-K	8/11/2015	3.2	
4.1	Reference is made to exhibits 3.1 through 3.2.				
4.2	Form of Common Stock Certificate.	S-1/A	7/27/2015	4.2	
4.3	Amended and Restated Investors' Rights Agreement, dated January 20, 2015, by and among Aimmune Therapeutics, Inc. and the investors listed therein.	S-1	7/6/2015	10.1	
4.4	Amended and Restated Registration Rights Agreement, dated November 11, 2018, by and between the Company and Nestle Health Science US Holdings, Inc.				X
4.5	Amended and Restated Standstill Agreement, dated November 11, 2018, by and between the Company and Nestle Health Science US Holdings, Inc.				X
10.1†	Amended and Restated Supply Agreement, dated as of January 10, 2018, by and between the Company and Golden Peanut Company, L.L.C.	10-K	2/20/18	10.1	
10.2(a)	Office Lease, dated February 23, 2015, by and between, the Company, Diamond Marina LLC and Diamond Marina II LLC.	S-1	7/6/2015	10.3	
10.3(b)	First Amendment to Office Lease, dated August 26, 2015, by and between, the Company, Diamond Marina LLC and Diamond Marina II LLC.	10-Q	8/31/2015	10.2	
10.3(c)	Second Amendment to Office Lease, dated June 27, 2017, by and between, the Company, Diamond Marina LLC and Diamond Marina II LLC.	10-Q	8/8/2017	10.2	
10.4(a)†	Manufacturing Facility Lease, dated June 8, 2015, by and between, the Company and MIDA Group, LLC.	S-1	7/6/2015	10.4	
10.4(b)	Amendment to Manufacturing Facility Lease, dated June 8, 2015, by and between the Company and Myerlake, LLC.	10-Q	8/10/2016	10.2	
10.5(a)††	Amended and Restated Strategic Collaboration Agreement, dated November 11, 2018, by and between the Company and Nestec Ltd.				X
10.5(b)	Securities Purchase Agreement, dated November 11, 2018, by and between the Company and Nestle Health Science US Holdings, Inc.				X
10.6 (††)	Credit Agreement, dated January 3, 2019, by and among the Company, KKR Peanut Aggregator L.P. and Cortland Capital Markets Services LLC. By and between the Company and Nestle Health Science US Holdings Inc.				X
10.6(a)#	2013 Stock Plan.	S-1	7/6/2015	10.5(a)	

10-K

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		Filed Herewith
			Date	Number	
10.6(b)#	Amendment to the 2013 Stock Plan, dated January 20, 2015.	S-1	7/6/2015	10.5(b)	
10.6(c)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2013 Stock Plan.	S-1	7/6/2015	10.5(c)	
10.6(d)#	Form of Restricted Stock Purchase Grant Notice and Restricted Stock Purchase Agreement under the 2013 Stock Plan.	S-1	7/6/2015	10.5(d)	
10.7(a)#	2015 Equity Incentive Annual Plan.	S-8	8/11/2015	99.2(a)	
10.7(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2015 Equity Incentive Annual Plan.	S-1/A	7/27/2015	10.6(b)	
10.7(c)#	Form of Restricted Stock Award Agreement and Restricted Stock Unit Award Grant Notice under the 2015 Equity Incentive Annual Plan.	S-1/A	7/27/2015	10.6(c)	
10.8#	Form of Indemnification Agreement for directors and officers.	S-1/A	7/27/2015	10.7	
10.9#	Executive Employment Agreement, dated July 24, 2015, by and between the Company and Stephen G. Dilly, M.B.B.S., Ph.D.	S-1/A	7/27/2015	10.8	
10.10(a)#	Transition and Separation Agreement, dated November 5, 2017, by and between the Company and Stephen G. Dilly, M.B.B.S., Ph.D.	10-Q	11/6/2017	10.1	
10.10(b)#	Amendment Letter, dated December 27, 2018, by and between the Company and Stephen G. Dilly, M.B.B.S., Ph.D.				X
10.11#	Executive Employment Agreement, dated July 24, 2015, by and between the Company and Mary M. Rozenman.	S-1/A	7/27/2015	10.12	
10.12(a)#	Aimmune Therapeutics UK Ltd. UK Employment Agreement for Sue Barrowcliffe, dated February 19, 2016, by and between the Company and Susan E. Barrowcliffe.	10-K	3/3/2016	10.14	
10.12(b)#	Amendment Letter, dated December 20, 2018, by and between the Company and Susan E. Barrowcliffe.				X
10.13#	Executive Employment Agreement, dated April 4, 2016, by and between the Company and Douglas T. Sheehy.	10-Q	5/16/2016	10.3	
10.14#	Executive Employment Agreement, dated June 16, 2016, by and between the Company and Daniel Adelman.	10-Q	8/10/2016	10.3	
10.15#	Executive Employment Agreement, dated April 28, 2017, by and between the Company and Eric H. Bjerkholt.	10-Q	5/8/2017	10.1	
10.16#	Executive Employment Agreement, dated January 22, 2019, by and between the Company and Andrew Oxtoby.				X
10.17#	Aimmune Therapeutics, Inc. Employee Stock Purchase Plan.	S-8	8/11/2015	99.3	
10.18#	Non-Employee Director Compensation Program.				X
10.19#	Aimmune Therapeutics, Inc. Corporate Bonus Plan.	8-K	2/25/2016	10.1	
21.1	List of subsidiaries				X
23.1	Consent of independent registered public accounting firm.				X

Exhibit Number	Exhibit Description	Form	Incorporated by Reference		Filed Herewith
			Date	Number	
24.1	Power of Attorney. Reference is made to the signature page to this Annual Report on Form 10-K.				X
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1**	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2**	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	XBRL Instance Document				X
101.SCH	XBRL Taxonomy Extension Schema Document				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				X

† Confidential treatment has been granted for certain information contained in this exhibit. Such information has been omitted and filed separately with the Securities and Exchange Commission.

†† Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for confidential treatment filed separately with the Securities and Exchange Commission.

Indicates management contract or compensatory plan.

** The certifications attached as Exhibit 32.1 and Exhibit 32.2 that accompany this Annual Report on Form 10-K are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Aimmune Therapeutics, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

Item 16. Form 10-K Summary.

Registrants may voluntarily include a summary of information required by Form 10-K under Item 16. We have elected not to include such summary.

Executive Officers

Jayson D.A. Dallas, M.D.

President, Chief Executive Officer and Director

Eric H. Bjerkholt

Chief Financial Officer

Daniel C. Adelman, M.D.

Chief Medical Officer

Andrew Oxtoby

Chief Commercial Officer

Mary M. Rozenman, PhD

SVP, Corporate Development and Strategy

Douglas T. Sheehy

General Counsel and Secretary

Board of Directors

Jayson D.A. Dallas, M.D.

President, Chief Executive Officer
Aimmune Therapeutics, Inc.

Mark D. McDade

Chairman, Aimmune Therapeutics, Inc. and
Managing Partner, Qiming US Healthcare Fund, LP

Gregory Behar

Chief Executive Officer
Nestlé Health Science S.A.

Patrick G. Enright

Managing Director, Longitude Capital

Kathryn E. Falberg

Former Executive Vice President and
Chief Financial Officer, Jazz Pharmaceuticals plc.

Mark T. Iwicki

Chief Executive Officer, Kala Pharmaceuticals, Inc.

Stacey D. Seltzer

Partner, Aisling Capital

Brett K. Haumann

Chief Medical Officer and Senior Vice President,
Clinical Development, Theravance Biopharma

Corporate Information

CORPORATE HEADQUARTERS

Aimmune Therapeutics, Inc.
8000 Marina Boulevard, Suite 300

Brisbane, CA 94005

TEL 650.614.5220

FAX 650.616.0075

Stockholder Information

ANNUAL MEETING OF STOCKHOLDERS

May 23, 2019

9:00 a.m., Pacific Time

8000 Marina Boulevard, Suite 300
Brisbane, CA 94005

Transfer Agent

EQ Shareowner Services
1110 Centre Pointe, Suite 101
Mendota Heights, MN 55120

Stockholder Information

Symbol: AIMT

Exchange: Nasdaq

Legal Counsel

Latham & Watkins LLP
Menlo Park, CA

Independent Registered Public Accounting Firm

KPMG LLP
San Francisco, CA

Aimmune Therapeutics, Inc.

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